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BASIC AMENDMENT

ALFA VENTURES, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALFA VENTURES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, Alfa Ventures, Inc., herewith sets forth, certifies and files the following Articles of Amendment to its Articles of Incorporation of Alfa Ventures, Inc. (hereinafter, "Corporation") dated June 30, 1999:

1. The name of the Corporation is Alfa Ventures, Inc.
2. The Articles of Incorporation of said Corporation are hereby amended by revoking Article X thereof and adding the following in lieu and substitution thereof:
 - (i) The Corporation shall indemnify its directors and officers to the full extent required or permitted by the Florida Business Corporation Act, as such Act or such Section now or hereafter exists.
 - (ii) In addition to the above, and without restricting the power or duty of the Corporation to provide indemnification, or limiting the Corporation to any procedural requirements contemplated by Section (i), the Corporation shall indemnify any director or officer who was or is a Party to any Proceeding, including appeals, by reason of the fact that he is or was (1) a director or officer of the Corporation serving as such, or (2) director or officer of the Corporation who is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Expenses and any Liability incurred by him in connection with such Proceeding. Following a request made to the Corporation by any director or officer requesting indemnification, the Corporation shall promptly make or provide for such indemnification. The Corporation may not, however, indemnify a person if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:
 - (a) A violation of the criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
 - (b) A transaction from which the director or officer derived an improper personal benefit;

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- (c) In the case of a director, a circumstances under which the liability provisions of the Florida Business Corporation Act are applicable; or
 - (d) Willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.
- (iii) In addition to the above provisions of this Article, and without restricting the power or duty of the Corporation to provide indemnification thereunder, unless prohibited by law, the Corporation may indemnify any director or officer under such circumstances and to the extent approved by the holders of a majority of the shares of common stock of the Corporation; provided, however, that the shares of stock of the person or persons proposed to be indemnified shall not be included for the purpose of determining what constitutes a majority and such shares shall not be voted on the issue. Indemnification may be provided under this Section (iii) notwithstanding the fact that it has been denied, expressly or by implication, under Sections (i) or (ii) of this Article.
- (iv) Expenses incurred in defending a Proceeding under either Section (i) or (ii) above shall be paid by the Corporation in advance of the final disposition of such Proceeding provided that the board may require, as a condition to such advance payment, receipt of an undertaking by or on behalf of the director or officer to repay such amount if and to the extent that it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in Section (i) or (ii) of this Article. The undertaking must be an unlimited general obligation of the person providing the undertaking but need not be secured and may be accepted by the Corporation without reference to financial ability to make repayment.
- (v) The indemnification authorized by this Article shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provision of the Corporation's Articles of Incorporation, By-Laws, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of the heirs, executors, administrators, and personal representatives of such person. It is intended that the indemnification provided in this Article shall be interpreted to allow the maximum and broadest indemnification permitted by law.

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- (vi) The Corporation may, in management's discretion and in a manner and upon terms deemed appropriate by management, indemnify its agents and employees who are not officers or directors, to the extent permitted by law.
- (vii) The Corporation may, but shall not be obligated, to purchase and maintain insurance or furnish similar protection (including but not limited to trust funds, self-insurance reserves, or the like) on behalf of any person who is or was a director or officer against any Liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or under the Florida Business Corporation Act as such Act now or may hereafter exist.
- (viii) For purposes of this Article, capitalized terms shall have the meanings given to such terms in the Florida Business Corporation Act in effect on the date this Article is adopted. References to masculine pronouns shall include the feminine.
- (ix) To the extent any provision, clause or paragraph of this Article shall be deemed by any court to be invalid or unenforceable, such invalidity or unenforceability shall not impair the validity or enforceability of the remainder of this Article.
- (x) Subject to the limitations set forth above, the right to be indemnified or to the advancement or reimbursement of expenses (1) is a contract right based upon good and valuable consideration, pursuant to which the person entitled thereto may sue as if these provisions were set forth in a separate written contract between such person and the Corporation, and (2) is and is intended to be retroactive and shall be available as to events occurring prior to the adoption of these provisions, and (3) shall continue after any rescission or restrictive modification of such provisions as to events occurring prior thereto.
- (xi) Notwithstanding anything to the contrary contained herein, this indemnity shall be excess as to all insurance coverages available to such director, officer or employee.
- (xii) For purposes of this Article, references to "other enterprises" shall include employee benefit plans; and references to "serving at the request of the Corporation" shall include any service as a director, officer or employee of the Corporation which imposes duties on, or involves services by, such director, officer or employee with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be

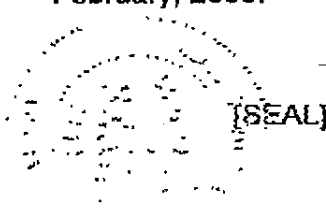
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deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article.

3. The date of the adoption of the above described Amendment by the Sole Shareholder was February 24, 2003.
4. The number of common shares of stock of said Corporation outstanding and also entitled to vote on the Amendment to the Articles of Incorporation was One Hundred (100). Southern Boulevard Corporation is the Sole Shareholder of the Corporation. The number of votes of said common shares indisputably represented to vote on this Amendment was One Hundred (100).
5. The total number of undisputed votes cast for the Amendment by the holders of all of the issued and outstanding common stock of the said Corporation was One Hundred (100). The number of votes cast for the Amendment was unanimous and was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President of Alfa Ventures, Inc. has executed these Articles of Amendment to the Articles of Incorporation on this 24th day of February, 2003.



ALFA VENTURES, INC.

By:

James A. Naulty
Its: President

ATTEST:

By:

HA [Signature]
Its: Secretary