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ALESSANDRI & ALESSANDRI, P.A.
CERTIFIED PUBLIC ACCOUNTANTS
5121 EHRLICH ROAD, SUITE 107B
TAMPA, FLORIDA 33624

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

Amend
1-10-00
AMS

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF GULFSIDE FINANCIAL, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

Gulfside Financial, Inc., a corporation of the State of Florida, whose registered office is located at 3529 Tabernacle Place, Tampa, Florida 33607 certifies pursuant to the laws of the State of Florida that a meeting of the stockholders of said corporation called for the purpose of amending the articles of incorporation, and held on December 22, 1999, it was resolved, by the unanimous vote of the holders of the shares of capital stock entitled to vote, that ARTICLE III, Capital Stock, of the Articles of Incorporation is amended to read as follows, and to add ARTICLES VI TO XIV.

ARTICLE III
CAPITAL STOCK

The numbers of shares of common stock that this corporation is authorized to have outstanding at any one time is 1.000 without par value.

ARTICLE VI
PURPOSE

The corporation may engage or transact in any or all lawful activities permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE VII
POWERS OF CORPORATION AND TERM OF EXISTENCE

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE VIII
BYLAWS AND AMENDMENT

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of director(s) at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the Bylaws.

The Corporation reserves the right to amend, alter, change or repeal any provision contained

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in these Articles of Incorporation, or in any amendment hereto, or to add provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholder in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE IX INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

ARTICLE X FUNDAMENTAL CHANGES

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- b. Reorganization, merger or consolidation of the corporation;
- c. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- d. Dissolution of the corporation.

ARTICLE XI DIRECTORS

A. The business of the corporation shall be managed initially by a board of one (1) director(s). The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one(1) director(s).

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes or stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for a cause by the affirmative vote of 100% of the outstanding shares of classes of stock entitled to vote exclusive of his own shares of stock

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or

special meeting called for that purpose. A Shareholder removed as a director for cause shall not be entitled to vote fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE X11 LONG TERM EMPLOYMENT CONTACT

The board of Directors may authorize the corporation to enter into employment contracts with any executive officer for a period longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE X111 PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive it and pay for the shares pre-empted within thirty (30) days or receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pr-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

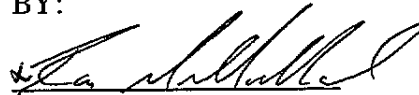
ARTICLE XIV
FISCAL YEAR AND SECTION 1244, ELECTION OF IRC SUB-CHAPTER S

The fiscal year for this Corporation shall end on December 31. The company elects the provision of Section 1244 and Sub Chapter S of the Internal Revenue Code of the United States of America.

Signed on December 22, 1999

Gulfside Financial, Inc.

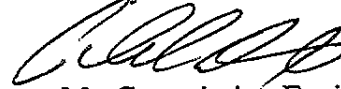
BY:



Ron Mulholland
President

Witness my hand and official seal in the State of Florida this 23
day of December, A.D. 1999.

Notary Public



My Commission Expires

9/27/2002

