



L50548

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REFERENCE : 988056 7136578
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ORDER NO. : 988056-005
CUSTOMER NO: 7136578
CUSTOMER: Thomas D. Daiello, Esq
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RECEIVED
98 OCT -7 PM 1:15
DIVISION OF CORPORATION
FILED
98 OCT -7 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: BATES & DALY CO.

EFFECTIVE DATE:

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*****35.00 *****35.00

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

Handwritten initials and date 10/97

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BATES & DALY CO.**

**FILED
98 OCT -7 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The following provision of the Articles of Incorporation of Bates & Daly Co., formerly known as Brand Acquisition Corporation, Inc., a Florida corporation ("Corporation"), filed with the Department of State on February 16, 1990, Charter Number L50548, be, and it is hereby, amended as shown below:

Article IV of Articles of Incorporation is amended to add the following provisions:

The Corporation is authorized to issue One Hundred Twenty Five (125) shares of One Thousand and 00/100 Dollars (\$1,000.00) par value preferred stock which shall be designated Series "A" Preferred Stock which shall have the following attributes:

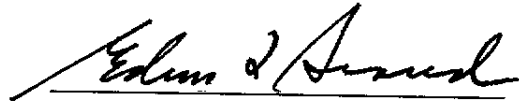
Each share of Series "A" Preferred Stock (1) shall be non-voting, (2) shall have a dividend rate of \$50.00 cash per annum payable quarterly, (3) shall have a redemption price of \$1,000.00 per share plus an amount equal to all dividends accrued and unpaid to the redemption date, and (4) may be redeemed at any time at the discretion of the Corporation but must be redeemed by no later than January 31, 2005.

The Corporation is authorized to issue Fifty (50) shares of One Thousand and 00/100 Dollars (\$1,000.00) par value preferred stock which shall be designated Series "B" Preferred Stock which shall have the following attributes:

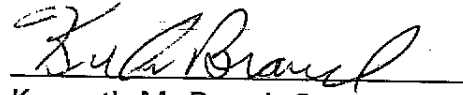
Each share of Series "B" Preferred Stock (1) shall be non-voting, (2) shall not be entitled to a dividend, (3) shall be redeemable only at the discretion of the Corporation and only up to (but not in excess of) the par value, and (4) shall have a redemption date of no later than January 31, 2005, or the date of termination of the Lease between the Corporation (or its assignee) and the Forman Family (whichever is earlier) but in no event until after all shares of Series "A" Preferred Stock have been redeemed.

The foregoing amendment was adopted by a Joint Corporate Action of all of the Directors and all of the shareholders of this Corporation, effective as of October 6, 1998.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation and the Secretary of this Corporation, respectively, have executed these Articles of Amendment this 6th day of October, 1998.



Edwin F. Brand, President



Kenneth M. Brand, Secretary