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BASIC AMENDMENT

L2 PROPERTIES, INC.

Certificate of Status	1
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PETER P LINDLEY PA
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 21, 2005

L2 PROPERTIES, INC.
5200 NORTH OCEAN DRIVE #20B
SINGER ISLAND, FL 33404

SUBJECT: L2 PROPERTIES, INC.
REF: P05000089825

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Date of incorporation is June 22, 2005 not June 23, 2005.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Document Specialist

FAX Aud. #: H05000269277
Letter Number: 305A00068609

H050002692773

05 NOV 23 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
L2 PROPERTIES, INC.**

THE UNDERSIGNED, being the president and chairman of the board of directors (the "Board") of L2 Properties, Inc. (the "Corporation"), does hereby make, subscribe, file and acknowledge these Articles of Amendment to Articles of Incorporation ("Articles of Amendment") for the purpose of increasing the number of authorized shares of capital stock of the corporation pursuant to Sections 607.10025, 607.1003 and 607.1006 under the Florida Business Corporation Act (the "FBCA").

1. Article IV of the Articles of Incorporation of the Corporation filed on June 22, 2005 is hereby amended by deleting the existing Article IV and replacing said Article IV to read as follows:

ARTICLE IV

Except as otherwise provided by law, authorized shares of capital stock of the Corporation, regardless of class or series, may be issued by the Corporation, from time to time in such amounts, for such lawful consideration and for such corporate purposes as the Board of Directors may from time to time determine. All capital stock when issued and fully paid for shall be deemed fully paid and non-assessable. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue shall be 20,000 shares, each having a par value of \$1.00 per share, consisting of 10,000 shares of voting common stock ("Voting Common Shares"), and 10,000 shares of non-voting common stock ("Non-Voting Common Shares"). The Voting Common Shares and Non-Voting Common Shares shall have identical rights to distributions and liquidation proceeds of the Corporation. The Voting Common Shares shall be entitled to one vote on each matter submitted to a vote of the shareholders. The Non-Voting Common Shares shall have no vote on any matter submitted to a vote of the shareholders.

2. Article V of the Articles of Incorporation is hereby amended by deleting the existing Article V and replacing said Article V to read as follows:

ARTICLE V

No shareholder shall have the right to purchase his or her pro-rata share of any issuance by the Corporation of any additional Voting Common Shares or Non-Voting Common Shares.

3. The number of votes cast for the amendments by the shareholders of the Corporation were sufficient for approval.
4. The amendments contained in these Articles of Amendment were adopted by unanimous written consent of all of the directors and all of the shareholders of the Corporation as of June 23, 2005.

[The remainder of this page intentionally left blank.]

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IN WITNESS WHEREOF, the undersigned does hereby execute these Articles of Amendment, and does hereby acknowledge that this instrument constitutes his act and deed and that the facts stated herein are true.

L2 PROPERTIES, INC.

By: *H. Bradley Ganther*
H. Bradley Ganther, President and
Chairman of the Board

Date November 14, 2005

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