

272405
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January 19, 2000

FILED
00 JAN 19 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAND DELIVERY

Secretary of State's Office
Division of Corporations
Bureau of Corporate Records
Amendments and Merger Section
409 East Gaines Street
Tallahassee, Florida 32301

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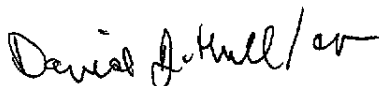
Re: Red Hills Furniture of Bradfordville, Inc.
Document Number: 272405

Dear Sir or Madam:

Enclosed for filing are Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Also enclosed is a copy to be date stamped. Our check for \$35.00 to cover the filing fee is also enclosed.

If you have any questions, please call.

Sincerely,



C. COULLETTE JAN 20 2000

David J. Hull

/cv
Enclosures

RECEIVED
00 JAN 19 PM 4:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
RED HILLS FURNITURE OF BRADFORDVILLE, INC.**

FILED
00 JAN 19 PM 4: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1001, 607.1003, and 607.1006, Red Hills Furniture of Bradfordville, Inc. hereby adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the Corporation is Red Hills Furniture of Bradfordville, Inc (the "Corporation").
2. Article III of the Articles of Incorporation is amended to strike its existing provisions and substitute instead, the following:

There shall be authorized for issuance by the Board of Directors the following amounts and classes of stock:

- A. 2 shares of Class A Voting Common Stock at \$2.00 par value.
- B. 98 shares of Class B Non-voting Common Stock at \$98.00 par value.

Shares of Class B Non-voting Common Stock shall have no voting rights with respect to any matter that comes before the Corporation, its Board of Directors, or its Shareholders. Except for the right to vote, all the shares of Class B Non-voting Common Stock shall have the same rights, preferences, and entitlements with respect to the Corporation as the shares of Class A Voting Common Stock.

3. The above amendment will be implemented in the following manner. The shareholder(s) of record will tender to the Corporation all issued shares in existence as of the adoption of this Amendment. The Corporation shall immediately cancel those shares and reissue to the shareholder(s) all of shares of the above authorized classes of stock. Each shareholder shall receive the number of shares of each class of stock in proportion to the number of previously authorized and issued shares tendered by such shareholder to the corporation.
4. This amendment was adopted on December 16, 1999 by approval of the shareholders pursuant to a valid written consent in lieu of a meeting.

5. The number of votes cast for approval was sufficient to approve and adopt this Amendment.
6. This amendment shall be effective upon the filing of these Articles of Amendment with the Florida Department of State.

Dated December 16, 1999.

RED HILLS FURNITURE OF BRADFORDVILLE, INC.

By: _____

Gordon J. Gluesenkamp, Jr.
Gordon J. Gluesenkamp, Jr.
Chairman

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, Phyllis Hampton, as Chairman of the Board of Directors of Red Hills Furniture of Bradfordville, Inc., who

is personally known to me

produced a current Florida driver's license as identification

produced _____ as

identification and who executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 16th Day of December, 1999.

David J. Hull

Notary Public

State of Florida

My Commission Expires:

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