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BASIC AMENDMENT

JACK M. BERRY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

AMEND  
3-26  
KRG

H99- 00000724

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
JACK M. BERRY, INC.**

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- 1. The name of the corporation is **JACK M. BERRY, INC.**
- 2. The text of the amendment is as follows:

Article III of the Articles of Incorporation of Jack M. Berry, Inc. is hereby amended in its entirety to read as follows:

**"ARTICLE III**

The maximum number of shares of stock that this corporation shall have outstanding at any time shall be:

- 1) 9,618 shares of non-voting, non-cumulative preferred stock with a par value of \$100 per share and a redemption value of \$1,000 per share. Annual dividends if and as declared shall not exceed a maximum of 8% of the redemption value.
- 2) 28,000 shares of voting common stock of a par value of \$1.00 per share.
- 3) 1,000,000 shares of non-voting common stock with a par value of \$1.00 per share.

All of said stock shall be fully paid and nonassessable. Payment for said stock shall be in an amount and upon such terms and conditions, services or property at an evaluation to be fixed by the Board of Directors."

3. The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

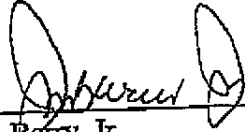
4. The foregoing Amendment was adopted by the board of directors of the corporation and by the shareholders of the corporation on March 25, 1999 by unanimous written consent.

**James W. Goodwin, Esq., #375519  
Macfarlane Ferguson & McMullen  
P.O. Box 1531  
Tampa, Florida 33601  
(813) 273-4337**

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of Jack M. Berry, Inc., this 25<sup>th</sup> day of March, 1999.

By:   
\_\_\_\_\_  
Jack M. Berry, Jr.  
President