

328827

CORPORATE
ACCESS,
INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP 12-30-97

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~~Act of Amendment~~

1.) American dish Service Company of central Florida, Inc.
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

FILED
97 DEC 30 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM prep 12/31

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1997

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: AMERICAN DISH SERVICE COMPANY OF CENTRAL FLORIDA,
INC.
Ref. Number: 328827

We have received your document for AMERICAN DISH SERVICE COMPANY OF CENTRAL FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

SINCE THE AMENDMENT WAS ADOPTED BY THE DIRECTORS AND THEN BY THE SHAREHOLDERS, THE DATE OF ADOPTION BY THE SHAREHOLDERS MUST BE INCLUDED.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 997A00060814

Corrected
[Signature]
RECEIVED
DEC 30 PM 4:28
DIVISION OF CORPORATIONS

AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF
AMERICAN DISH SERVICE COMPANY OF CENTRAL FLORIDA, INC.

FILED
97 DEC 30 PM 4:30
TALLAHASSEE FLORIDA
SECRETARY OF STATE

American Dish Service Company of Central Florida, Inc. a Florida corporation, under its corporate seal and the hands of its President, Bruce E. Gilbert, and Secretary, Debra A. Golden, hereby certifies that:

The Board of Directors of American Dish Service Company of Central Florida, Inc., at a meeting called and held on December 24, 1997, adopted the following resolution:

"BE IT RESOLVED by the Board of Directors of American Dish Service Company of Central Florida, Inc., a Florida corporation, that said Board deems it advisable and hereby declares it to be advisable that Article Eleven be added to the Certificate of Incorporation so as to read as follows:

ARTICLE ELEVEN

The following restrictions are imposed on the transfer of shares of stock of the corporation:

a) Any stockholder who desires to sell or transfer shares shall first offer them to the corporation, and if the corporation does not purchase, then to any current shareholder.

b) The price and terms are to be determined by agreement of the stockholder and Board of Directors. If they are unable to agree the stockholder may offer them to anyone who currently owns shares in the corporation.

c) If agreement cannot be reached with the Board of Directors and current stockholders, then the shares may be transferred to any person who is qualified to be a Subchapter S stockholder.

d) The foregoing provisions may be waived by the Board of Directors so as to permit the transfer of shares through intestate or testate succession or by gift to a family member of the transferring stockholder provided that the transferee is a qualified Subchapter "S" stockholder.

e) Any transfer of stock in the Corporation that shall have the effect of terminating or jeopardizing the status of the Corporation as an "S Corporation," as defined in Section 1361 of the Internal Revenue Code of 1986, or any successor legislation of similar import, shall be void ab initio."

I, Debra A. Golden, the duly elected Secretary of American Dish Service Company of Central Florida, Inc., do hereby certify that the foregoing Amendment to the Certificate of Incorporation constitutes an amendment to the provisions of the previous Certificate of Incorporation of American Dish Service Company of Central Florida, Inc., as adopted by the Board of Directors of said company. Said amendment to the Certificate of Incorporation were duly proposed by the said Board of Directors to the Stockholders of said corporation and approved ^{on December 24, 1997,} by said Stockholders at a meeting called for that purpose pursuant to Notice given, by the unanimous vote of the owners of the common stock of said corporation, the only type of stock issued and outstanding by said corporation, and by the unanimous consent of the stock entitled to vote thereon.

IN WITNESS WHEREOF, said corporation has caused this Amendment to Certificate of Incorporation to be signed in its name by its President and its corporate seal to be hereunto affixed, and attested by its Secretary this 26 day of December, 1997.

Attest:

AMERICAN DISH SERVICE COMPANY
OF CENTRAL FLORIDA, INC.

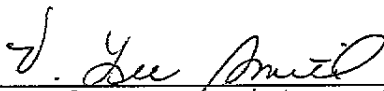
Debra A. Golden, Secretary
Debra A. Golden, Secretary

By Bruce E. Gilbert
Bruce E. Gilbert, President

STATE OF FLORIDA
COUNTY OF PINELLAS

On this 26 day of December, 1997, personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, Bruce E. Gilbert and Debra A. Golden, as President and Secretary respectively of American Dish Service Company of Central Florida, Inc., a Florida corporation, who are personally known to me, and acknowledged that they executed the above and foregoing Amendment to Certificate of Incorporation as such officers for and on behalf of said corporation after having been duly authorized so to do.

WITNESS my hand and official seal at Largo, Pinellas County, Florida, this 26 day of December, 1997.


Printed Name: V. LEE SMITH
Notary Public
State of Florida at Largo
My commission expires: _____

OFFICIAL NOTARY SEAL
V LEE SMITH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC429123
MY COMMISSION EXP. FEB. 18, 1999