398908

Swann & Hadley, P.A.

Attorneys and Counselors at Law

Reply to: Winter Park

Pervie P. Swann (1895-1984)

Stuart P. Buchanan
Ralph V. Hadley, III
Richard R. Swann

Of Counsel:
L. Pharr Abner

Winter Park Office:
1031 W. Morse Boulevard
Suite 160
Winter Park, Florida 32789
Telephone (407) 647-2777
Fax (407) 647-2157

Kissimmee Office:
2710 North Orange Blossom Trail
Suite 201
Kissimmee, Florida 34744
Telephone (407) 944-4333
Fax (407) 944-4336

28 December 2000
VIA FEDERAL EXPRESS

400003517204--4
-12/29/00--01060--003
*****35.00 *****35.00

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Arribas Brothers Company, Inc.

Dear Sir or Madam:

Enclosed for filing please find Articles of Amendment to Articles of Incorporation for Arribas Brothers Company, Inc. along with our check in the amount of $35.00 for your filing fee.

We are sending this document via Federal Express for delivery on Friday, December 29, 2000 in order that it is entered into your records **as filed on December 29, 2000**.

Thank you!

Thank you for your prompt assistance in this regard.

Sincerely yours,

DICTATED - NOT READ
SENT TO AVOID DELAY

Ralph V. Hadley, III

/jst
Enclosures - 2

FILED
00 DEC 29 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
KRG 1/9/01

FILED
00 DEC 29 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ARRIBAS BROTHERS COMPANY INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida for profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The name of the corporation is Arribas Brothers Company Inc.

SECOND: Amendment adopted: **THIRD:** is deleted and replaced with the following:

> **THIRD:** The number of voting common stock authorized is 2. The maximum number of non-voting shares of common stock that the corporation is authorized to issue is 98 shares.

THIRD: Amendment adopted: **TWELFTH:** is deleted and replaced with the following:

> **TWELFTH:** Each voting stockholder shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director or may distribute the number to be voted for, or any two or more of them, as he may see fit.

FOURTH: The date of the amendment's adoption is as of June 15, 1999.

FIFTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed as of the 15th day of June, 1999 ~~2000~~.

Arribas Brothers Company Inc.

By: [signature]
Alfonso Arribas
President

G:\Corporate\Arribas Brothers Amendment.doc