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TALLAHASSEE FLORIDA

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December 6, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Domestic Filing Section
409 E. Gaines Street
Tallahassee, FL 32301

Re: The Dunn Corporation

Gentlemen:

Enclosed herewith are:

1. Original of the Articles of Amendment of Articles of Incorporation of **The Dunn Corporation**.
2. Our Firm's check, made payable to the "Florida Department of State," in the amount of \$35.00 to cover the filing fee.

The Articles of Amendment of Articles of Incorporation are delivered to the Florida Department of State for filing, in accordance with the Florida Business Corporation Act. Please file the *Articles of Amendment effective as of the date shown in the Articles of Amendment*. Also, please forward a certified copy of the Articles of Amendment of Articles of Incorporation to the undersigned.

If you have any questions about these documents, please feel free to call the undersigned attorney. Please return the documents to our office in the enclosed self-addressed envelope.

Sincerely,



Daniel J. Webster

DJW:chs
Enclosures
c: Steven Rice (w/out enclosures)

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
THE DUNN CORPORATION**

Document No. 646862

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SECRETARY OF STATE
TALLAHASSEE FLORIDA**

Pursuant to the provisions of sections 607.1006, and 607.10025, Florida Statutes, The Dunn Corporation, a Florida corporation, adopts the following Articles of Amendment for the purpose of amending the Articles of Incorporation of The Dunn Corporation, as filed on September 6, 1979, amended as filed December 29, 1986 and amended as filed November 1, 2004 (hereinafter referred to as the "Articles of Incorporation").

**ARTICLE ONE
(Name of Corporation)**

The name of the corporation is **The Dunn Corporation** (the "Corporation").

**ARTICLE TWO
(Adoption of Amendment by Directors)**

The board of directors adopted a Resolution on October 14, 2005, authorizing the Amendment to the Articles of Incorporation.

**ARTICLE THREE
(Not Adversely Affect the Rights or Preferences)**

The Amendment to the Articles of Incorporation does not adversely affect the rights or preferences of the holders of the outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division or combination exceeding the percentage of authorized shares that were issued before the division or combination.

**ARTICLE FOUR
(Amendment So Adopted)**

Article IV of the Articles of Incorporation are amended to read:

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is: 328,000. These shares shall consist of two (2) classes: common shares and preferred shares. The number of shares in each class, the par value of the shares in each class, the designation of each class, and a statement of the preference, limitations, and relative rights with respect to the shares of each class are set forth in this Article, as follows:


(a) Common Shares: The Corporation is authorized to issue 300,000 shares which shall be and are hereby designated as "common shares." Each share of the common shares shall have a par value of \$.50 per share. The common shares shall be fully paid and non-assessable.

(b) Preferred Shares. The Corporation is authorized to issue 28,000 preferred shares, and these shares shall be and are hereby designated as "preferred shares (\$100 par value, voting, 6% non-cumulative dividend, redeemable and callable at \$110.00 per share at any time)." Each preferred share shall have a par value of \$100 per share.

ARTICLE FIVE
(Adoption of Amendment by Directors)

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required, pursuant to section 607.10025(2), Florida Statutes.


In witness whereof, The Dunn Corporation has caused these Articles of Amendment to be executed by its Co-President and Secretary, this 14th day of October, 2005.



Samuel G. Dunn
as Co-President

[Corporate Seal]

ATTEST:

By: 

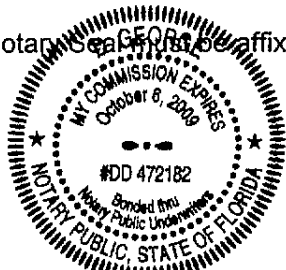
W. Stephen Rice
as Secretary

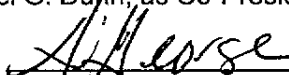
ACKNOWLEDGEMENTS

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Amendment to Articles of Incorporation was acknowledged before me this 6th day of December, 2005, by Samuel G. Dunn, as Co-President. (notary must check applicable box)

{Notary Seal must be affixed}





Signature of Notary

Donna George
Name of notary (Typed, Printed or Stamped)
Commission Number (if not legible on seal): _____
My commission Expires (if not legible on seal): _____

- Personally Known.
- produced a current Florida driver's license as identification.
- Type of Identification Produced _____