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August 30, 2000

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: **Waldhauer & Son, Inc.**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Amendment concerning Waldhauer & Son, Inc., together with our firm's check in the amount of \$35.00 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,



Karolyn Sheekey  
Secretary

encl.

Amend

T. LEWIS SEP 13 2000

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT OF  
WALDHAUER & SON, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment of its Articles of Incorporation:

1. Article III of the Articles of Incorporation of Waldhauer & Son, inc., is hereby amended to read:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Hundred (100) of common stock with a nominal or par value of \$10.00. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may by contract restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

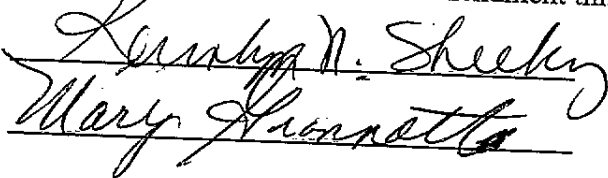
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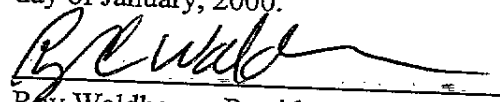
The foregoing Amendment was adopted by the shareholders of this corporation under Sections 607.0704 and 607.1003(6), Florida Statutes, by written action on the 2<sup>nd</sup> day of January, 2000.

The corporation has fewer than thirty-five (35) shareholders and currently has fifty (50) issued and outstanding shares of stock. The owners of fifty shares (50) representing all of their fifty shares (50), signed the written action adopting this Amendment to the Articles of Incorporation.

There are no separate voting groups and no other voting group is entitled to vote separately. The number of votes cast were sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Articles of Amendment this 2<sup>nd</sup> day of January, 2000.

  
Mary H. Sheehy

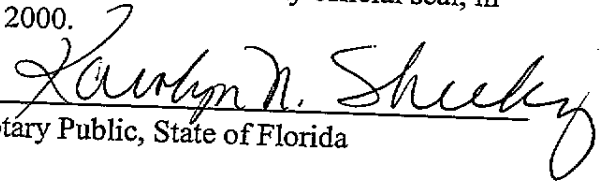
  
Roy Waldhauer, President & Secretary  
Waldhauer & Son, Inc.

STATE OF FLORIDA

COUNTY OF FLAGLER

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, ROY WALDHAUER, as President and Secretary of Waldhauer & Son, Inc., known to me and known by me to be the person who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed these Articles of Amendment. Declarant is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2<sup>nd</sup> day of January, 2000.

  
Notary Public, State of Florida

