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G67718

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To: Division of Corporations
Fax Number : (850)205-0380
Account Name : ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.
Account Number : I19990000006
Phone : (407)425-7010
Fax Number : (407)425-2747

BASIC AMENDMENT

ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.

Certificate of Status	0
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.

Florida Document No. G67718

Pursuant to Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article I of the Corporation's Articles of Incorporation, entitled "Name," is hereby amended to change the name of the corporation to "Zimmerman, Kiser & Sutcliffe, P.A." The corporation's mailing address is changed to "Attn: W.J. Kiser, P.O. Box 3000, Orlando, FL 32802-3000.

SECOND: Article IV of the Corporation's Articles of Incorporation, entitled "Capital Stock," is hereby deleted in its entirety, and the following is substituted in lieu thereof:

ARTICLE IV
CAPITAL STOCK

1. Authorized Stock. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
5,000	\$1.00	Class A Voting Common
5,000	\$1.00	Class B Voting Contribution Common
100	\$1.00	Class C Non-Voting Common

None of the shares of stock of this Corporation may be issued to any person or entity other than an individual duly licensed as an attorney under the laws of the State of Florida, except as may be otherwise permitted by law.

2. Voting Rights. The Class A Voting Common Stock and the Class B Voting Contribution Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such Class A Voting Common Stock and Class B Voting Contribution Common Stock shall be entitled to one vote for each share (whether Class A or Class B) held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. Class C Non-Voting Common Stock shall possess no voting rights other than as required by law.

3. Consideration for Issuance of Stock. The consideration for all of the above shares of stock shall be payable in cash.

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4. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.
5. Implementation. Immediately upon the effectiveness of this Amendment to the Articles of Incorporation, the Corporation will expeditiously coordinate with its shareholders to arrange for the surrender of old shares and the issuance of new shares.

THIRD: The foregoing amendments were unanimously adopted pursuant to meetings of the Directors and Shareholders of the Corporation held on June 24, 2003, and September 9, 2003.

IN WITNESS WHEREOF, the undersigned has caused this Amendment to be executed and attested to as of this 23rd day of September, 2003.

ZIMMERMAN, KISER & SUTCLIFFE, P.A.

By: Wendell J. Kiser
Wendell J. Kiser, President

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