G94383 ATTORNEYS AT LAW

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October 1, 2001

Corporate Records Bureau Division of Corporations Department of State P. O. Box 6327 Tallahassee, Florida 32314 Re: Wharton-Smith, Inc.

Gentlemen:

I am enclosing the original and one copy of the Articles of Amendment for the above-referenced corporation along with this firm's check in the amount of \$87.50 which amount represents the following:

| <u>Item</u> | Amount | ol c |
|--|--------------------|-------------|
| Amendment Filing Fee Certified Copy Fee | \$35.00 \$52.50 | ETARY COLOR |
| Total | \$87.50 | AND: STAT |

When you have issued the certified copy, please return it to my office. If you should have any questions, please contact me.

Sincerely,

GILES & ROBINSON, P.A.

Christopher G. Jones

CGJ/ab enclosures

Amen!

ARTICLES OF AMENDMENT OF WHARTON-SMITH, INC.



- 1. The name of the corporation is Wharton-Smith, Inc.
- 2. Article III of the Articles of Incorporation of Wharton-Smith, Inc. is hereby amended to read as follows:

ARTICLE III - Capital Stock

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is two hundred thousand (200,000) shares of common stock having a par value of \$.05 per share.

3. The foregoing amendment was adopted by the Board of Directors and the Shareholders of this Corporation on July 30, 2001. The number of shareholder votes cast was sufficient to approve the amendment.

George E. Smith, President