

C94383

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

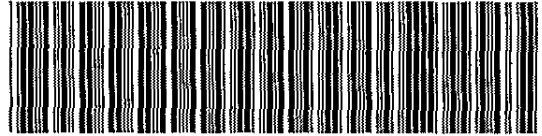
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
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Ps 2/27/06
Amend

GILES & ROBINSON, P.A.
ATTORNEYS AT LAW

390 N. Orange Avenue
Suite 2180
Orlando, Florida 32801

Telephone: (407) 425-3591
Facsimile: (407) 841-8171
E-Mail: jjreid@cfl.rr.com
Direct Line: (407) 926-7487

February 13, 2006

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Wharton-Smith, Inc.

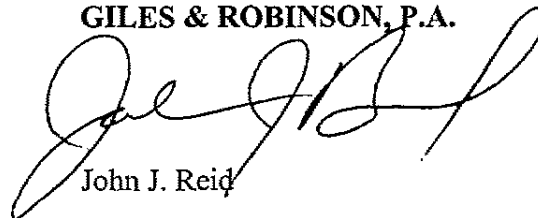
Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Amendment for the above-mentioned entity along with our firm's check in the amount of \$35.00 for the following:

<u>Item</u>	<u>Amount</u>
Amendment to record	<u>\$35.00</u>
TOTAL	\$35.00

Thank you for your assistance in this matter. If you have any questions, please contact me.

Sincerely,
GILES & ROBINSON, P.A.



John J. Reid

JJR/klr
Enclosure

ARTICLES OF AMENDMENT
OF
WHARTON-SMITH, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 one million (1,000,000) shares of common stock having a par value of \$.01 per share, consisting of two hundred thousand (200,000) shares of nonvoting common stock ("Nonvoting Stock") and eight hundred thousand shares of voting common stock ("Voting Stock"). The Nonvoting Stock and the Voting Stock shall be equal in all respects, except that the Nonvoting Shares shall have no voting rights and only the holders of Voting Stock shall be entitled to vote, with each share of Voting Stock being entitled to one vote.

3. The foregoing amendment was adopted by the Board of Directors and the Shareholders of this Corporation on February 1, 2006. The number of shareholder votes cast was sufficient to approve the amendment.



Ronald F. Davoli
President