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98 MAR 11 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WILLIAM J. ROBERTS
OF COUNSEL

March 10, 1998

Via Hand-Delivery

900002454749--0
-03/12/98--01002--017
*****87.50 *****87.50

Amend

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Third Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed please find an original and one copy of the Third Amendment to Articles of Incorporation for Nabors, Giblin & Nickerson, P.A. I have enclosed a check in the amount of \$87.50 to cover the filing costs and the costs for receipt of a certified copy of the Third Amendment.

If you have any questions regarding this documentation, please call me.

Very truly yours,

RLN

Robert L. Nabors

Name	
Availability	3/12/98
Document	
Examiner	RLN
Updater	RLN
RLN/adg	
Verifier	RLN
Enclosures	
Acknowledgement	
W.P. Verifier	RLN

Call when Ready

RECEIVED
98 MAR 11 PM 4:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**THIRD AMENDMENT TO
ARTICLES OF INCORPORATION**

The undersigned, constituting all the holders of outstanding stock of Nabors, Golin & Nickerson, P.A. (the "Corporation") hereby agree to amend the Articles of Incorporation of the Corporation, as amended, and hereby state their intent that this Third Amendment to Articles of Incorporation constitutes a shareholder agreement to eliminate the board of directors of the Corporation pursuant to section 607.0732, Florida Statutes, and to vest and transfer the authority to exercise the corporate power and to manage the business and affairs of the Corporation in a President elected by the shareholders.

Section 1: Article VII of the Articles of Incorporation of the Corporation, as amended, is hereby amended to read as follows:

ARTICLE VII

Pursuant to the authority of section 607.0732, Florida Statutes, the Board of Directors of the Corporation is hereby abolished and the authority to exercise the corporate powers and to manage the business affairs of the Corporation is hereby vested in the President elected by the stockholders in the manner and for a term specified in the Bylaws.

Section 2: Article VIII of the Articles of Incorporation of the Corporation, as amended, is hereby amended to read as follows:

ARTICLE VIII

The officers of the Corporation shall be a President and such other officers as designed in the Bylaws. The President shall be vested with the authority to exercise the corporate powers and to manage the business affairs of the Corporation. The President

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TALLAHASSEE, FLORIDA

shall be elected by the shareholders in the manner and for the term specified in the Bylaws. The other officers designated in the Bylaws shall be elected and appointed for a term as provided in the Bylaws.

Section 3: It is hereby acknowledged by the undersigned that the Corporation has fewer than 35 stockholders and that these amendments were identified in a notice to stockholders of a stockholder meeting held on December 12, 1997, and were approved at the meeting.

Section 4: The Secretary of the Corporation shall recall outstanding stock certificates and issue substitute certificates in compliance with the notice provisions of section 607.0732(3), Florida Statutes.

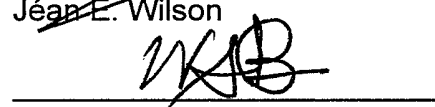
Approved, agreed, and consented to this 12th day of December by the undersigned representing all of the stockholders of all outstanding stock in the Corporation.

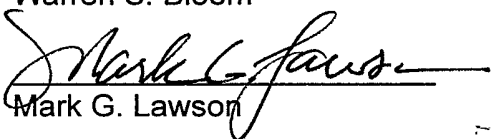

Robert L. Nabors - President

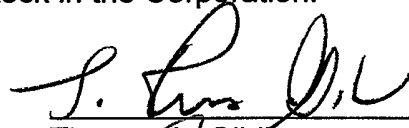

George H. Nickerson, Jr.

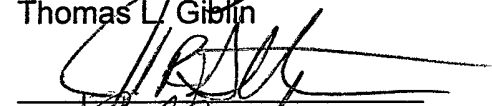

Gregory T. Stewart


Jean E. Wilson


Warren S. Bloom

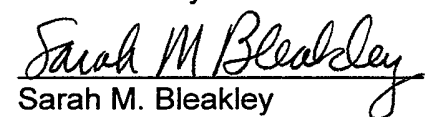

Mark G. Lawson


Thomas L. Giblin


John R. Stokes


Mark T. Mustian


William D. Tyler


Sarah M. Bleakley