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BASIC AMENDMENT

GOLDEN BEAR INTERNATIONAL, INC.

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ARTICLES OF AMENDMENT

TO ARTICLES OF INCORPORATION OF

GOLDEN BEAR INTERNATIONAL, INC.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida profit corporation hereby adopts the following Articles of Amendment to its Restated Articles of Incorporation, filed November 29, 1990:

1. The following Amendment has been adopted by the Corporation:

Article 5 of the Restated Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"5. The aggregate number of shares which the Corporation shall have authority to issue is eleven thousand (11,000) shares of common stock having a par value of One Dollar ($1.00) per share and having all of the same rights, privileges and preferences except for voting rights, including, without limitation, identical rights in the profits and proceeds of liquidation of the Corporation. The common stock shall be divided into two (2) classes as follows: one thousand (1,000) shares of "Class A" common stock, with each share having one (1) vote with respect to all matters for which voting rights are provided to the Shareholders of the Corporation; and ten thousand (10,000) shares of "Class B" common stock, which shall have no voting rights whatsoever."

2. The date of adoption of the foregoing amendment was June 23, 2003.

3. The amendment was approved by the Shareholders. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment on behalf of the Corporation under penalties of perjury as of the 25th day of June, 2003.

GOLDEN BEAR INTERNATIONAL, INC.

By: [signature]
Jack P. Bates,
Senior Vice President

Prepared By:
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