

Division of Corporations

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Florida Department of State
Division of Corporations
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EXAMINER

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
STILES CORPORATION**

Pursuant to Article VIII of the Articles of Incorporation of STILES CORPORATION (the "**Corporation**") and Florida Statutes §607.1003, the Corporation's Articles of Incorporation are hereby amended as provided herein.

1. The name of this Corporation is STILES CORPORATION
2. Article IV of Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced by the following:

"ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is Seven Thousand Five Hundred (7,500) shares of Voting Common Stock, One Dollar (\$1.00) par value (the "**Voting Common Stock**"), and Seven Hundred and Forty-Two Thousand, Five Hundred (742,500) shares of Non-Voting Common Stock, One Dollar (\$1.00) par value (the "**Non-Voting Common Stock**").

The holders of Voting Common Stock and Non-Voting Common Stock shall have identical rights with respect to (a) distributions from the Corporation; (b) the liquidation of the Corporation; and (c) all other matters affecting the Corporation, except that the holders of Non-Voting Common stock shall not be entitled to vote on matters affecting the Corporation (unless required by Florida Statutes §607.1004(4), 607.1103(6) or other provisions of Florida law)."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
4. The amendment herein provided for was duly recommended by the Board of Directors of the Corporation to the shareholders.
5. The amendment herein provided for was unanimously approved and adopted by the shareholders of the Corporation on November 10, 2011.
6. The reclassification and exchange of shares contemplated by these Articles of Amendment will be implemented pursuant to that certain Plan of Recapitalization approved by the Board of Directors and the shareholders of the Corporation.
7. These Articles of Amendment shall be effective as of the date these Articles of Amendment are filed with the Department of State of the State of Florida.

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The undersigned has executed these Articles of Amendment to the Articles of
Incorporation of STILES CORPORATION, this 10th day of November, 2011.

By: 
DOUGLAS E. EAGON, President

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