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Fort Lauderdale, Florida 33316-1110

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

800003391798--2  
-09/13/00--01074--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

- 1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in       Pick up time \_\_\_\_\_
- Mail out       Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 13 PM 3:17

Amend

Examiner's Initials *LF*

00 SEP 13 PM 3:17

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
UPSON DOWNS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted:

Article II: PRINCIPAL OFFICE shall be amended to read as follows:

The mailing address of this corporation shall be:

5501 Hancock Road  
Fort Lauderdale, FL 33330

ARTICLE VI - INITIAL BOARD OF DIRECTORS shall be amended to read as follows:

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Barbara A. Heyer Gold  
5501 Hancock Road, Fort Lauderdale, Florida 33330

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not Applicable.

**THIRD:** The date of each amendment's adoption: August 18, 2000

**FOURTH:** Adoption of Amendment(s) (**CHECK ONE**)

X  The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

\_\_\_\_\_ The amendment(s) was/were approved by the  
shareholders through voting groups.

*The following statement must be separately provided  
for each voting group entitled to vote separately on  
the amendment(s):*

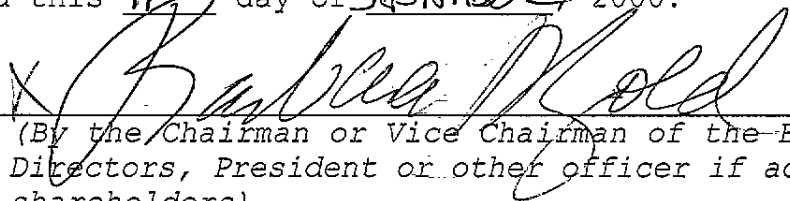
" The number of votes cast for the amendment(s)  
was/were sufficient for approval by  
\_\_\_\_\_."  
voting group

\_\_\_\_\_ The amendment(s) was/were adopted by the board of  
directors without shareholder action and shareholder  
action was not required.

\_\_\_\_\_ The amendment(s) was/were adopted by the  
incorporators without shareholder action and  
Shareholder action was not required.

Signed this 11<sup>th</sup> day of September 2000.

Signature

  
\_\_\_\_\_  
(By the Chairman or Vice Chairman of the Board of  
Directors, President or other officer if adopted by the  
shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Barbara A. Heyer Gold  
\_\_\_\_\_  
*Typed or printed name*

Chairman and President  
\_\_\_\_\_  
*Title*