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SECRETARY OF STATE  
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BASIC AMENDMENT

MBRM RIME, INC.

Certificate of Status	1
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*Amendment*

*01/25/05*

*DC*

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ARTICLES OF AMENDMENT  
OF  
MBRM RIME, INC.  
A FLORIDA CORPORATION

FILED  
05 JAN 25 PM 4: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of MBRM RIME, INC., a Florida corporation, filed in Tallahassee on November 23, 2004, are hereby amended as follows:

- 1. Article 8 is amended to read as follows:

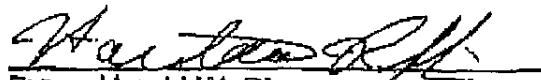
Directors. The name and street address of the first Board of Directors is as follows:

<u>Name</u>	<u>Street Address</u>
Allen M. Meisler	100 Village Street Birmingham, AL 35242
Harold W. Ripps	100 Village Street Birmingham, AL 35242

- 2. The foregoing amendment was adopted by unanimous consent of all the Stockholders and Directors of the Corporation on the 10<sup>th</sup> day of January, 2005.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 24<sup>th</sup> day of January, 2005.

MBRM RIME, INC., a Florida corporation

  
By: Harold W. Ripps  
Its: President (Corporate Seal)

Prepared by:  
Elizabeth J. Walters, Esq. - Florida Bar #0049468  
Burke, Blue, Hutchison & Walters, P.A.  
P.O. Box 70  
Panama City, FL 32402  
(850) 769-1414  
(850) 784-0857 - Fax

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MBRM RIME, INC., a Florida corporation

*Allen M. Meisler*

By: Allen M. Meisler

Its: Secretary

(Corporate Seal)

~~STATE OF FLORIDA~~  
*Alabama*  
COUNTY OF *Shelby*

The foregoing instrument was acknowledged before me this 24 day of January, 2005, by Harold W. Ripps, President of MBRM Rime, Inc., a Florida corporation, on behalf of the corporation. He (notary must check applicable box):

- is personally known to me.
- produced a current driver's license as identification.
- produced \_\_\_\_\_ as identification.

(SEAL)

*Sandra Jackson*  
\_\_\_\_\_  
*Sandra Jackson*  
(Print Name)

Notary Public

Serial # \_\_\_\_\_

My Commission Expires: 10/14/06

~~STATE OF FLORIDA~~  
*Alabama*  
COUNTY OF *Shelby*

The foregoing instrument was acknowledged before me this 24 day of January 2005, by Allen M. Meisler, Secretary of MBRM Rime, Inc., a Florida corporation, on behalf of the corporation. He (notary must check applicable box):

- is personally known to me.
- produced a current driver's license as identification.
- produced \_\_\_\_\_ as identification.

(SEAL)

*Sandra Jackson*  
\_\_\_\_\_  
*Sandra Jackson*  
(Print Name)

Notary Public

Serial # \_\_\_\_\_

My Commission Expires: 10/14/06