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SHEAR, NEWMAN, HAHN & ROSENKRANZ

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

201 EAST KENNEDY BLVD.

TENTH FLOOR

TAMPA, FLORIDA 33602

POST OFFICE BOX 2378

TAMPA, FLORIDA 33601

(813) 228-8530

FAX (813) 221-9122



YEARS

DEBRA L. BOJE
GLENN M. BURTON
JEFFREY DREW BUTT⁴
BARBARA J. CONNER
SCOTT P. DISTASIO⁵
SCOTT T. FARRELL
JAMES R. FREEMAN⁵
CARL A. GOLDMAN
WILLIAM E. HAHN²
TONYA S. HILLS
THOMAS M. HOELER
BRUCE DOUGLAS LAMB
M. J. McDONALD

¹BOARD CERTIFIED APPELLATE LAWYER

²BOARD CERTIFIED CIVIL TRIAL LAWYER

³BOARD CERTIFIED IN TAXATION

⁴BOARD CERTIFIED REAL ESTATE LAWYER

⁵CERTIFIED CIRCUIT COURT MEDIATOR

ROLAND J. LAMB²
MATTHEW J. MEYER
RODNEY W. MORGAN
JERRY L. NEWMAN^{2,5}
WILLIAM R. PAUL
JOSH L. POE
MARK J. RAGUSA
MINDY P. ROBBINS
STANLEY W. ROSENKRANZ³
MARILYN DRIVAS SANDBORN
KELLY JO SCHMEDT
CHRISTOPHER J. SCHULTE
L. DAVID SHEAR
EUGENE H. SMITH^{2,5}
TRICIA B. VALLES
PAUL M. WEEKLEY

March 16, 1999

FILED
99 MAR 19 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Subject: Certificate of First Amendment to Articles of Incorporation of Hardeman,
Kempton & Associates, Inc.
Our File No.: H156 1856

Ladies & Gentlemen:

9000002812229--0
-03/19/99-01083-009
*****35.00 *****35.00

Enclosed is the Certificate of First Amendment to Articles of Incorporation of Hardeman,
Kempton & Associates, Inc. ("Certificate") for filing with the Division of Corporations
regarding said corporation.

Also enclosed is our check in the amount of \$35.00 representing the filing fee for the Certificate.
Please provide us with evidence that the Certificate has been filed and a receipt for the filing fee.

Thank you for your assistance in this regard and should you have any questions, please call the
undersigned collect immediately.

Sincerely,

Christine L. Greene

Legal Assistant

CLG:\[0425477.WP]

Enclosure

cc: Jeffrey Drew Butt, Esquire (w/o enc.)

Amend

VS MAR 24 1999

NAPLES OFFICE:

AMSOUTH BUILDING, 4851 TAMiami TRAIL NORTH, SUITE 402, NAPLES, FLORIDA 34103 TEL: (941) 430-1120 FAX: (941) 430-1121 FROM FT. MYERS (941) 278-5154

**CERTIFICATE OF FIRST
AMENDMENT TO ARTICLES OF INCORPORATION OF
HARDEMAN, KEMPTON & ASSOCIATES, INC.**

FILED
99 MAR 19 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HARDEMAN, KEMPTON & ASSOCIATES, INC. (the "Corporation"), a Florida corporation, does hereby certify as follows:

FIRST: The following is added to the Articles of Incorporation of the Corporation as of February 24, 1999:

**"ARTICLE XI
PREEMPTIVE RIGHTS**

The shareholders of record of all outstanding shares of the Corporation shall have preemptive rights."

SECOND: The following Resolution to add preemptive rights to the Articles of Incorporation of the Corporation was unanimously adopted by the Shareholders of the Corporation pursuant to an Action by Unanimous Consent of the Corporation, dated as of February 24, 1999:

WHEREAS, in the judgment of the Board of Directors of the Corporation, it is deemed desirable and advisable to add preemptive rights to the Articles of the Corporation; and

WHEREAS, the Board of Directors of the Corporation has adopted a Resolution setting forth the proposed amendment and directing that it be submitted to a vote of the Shareholders of the Corporation by Action By Unanimous Consent of the Shareholders of the Corporation, as prescribed by law;

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of the Corporation, filed with the Secretary of State of the State of Florida on October 29, 1993, be now amended effective as of February 24, 1999, as follows:

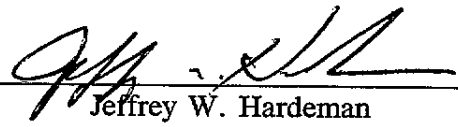
"The following is added to the Articles of Incorporation of the Corporation:

ARTICLE XI
PREEMPTIVE RIGHTS

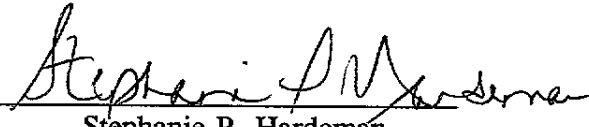
The shareholders of record of all outstanding shares of the Corporation shall have preemptive rights."

DATED as of the 24th day of February, 1999.

HARDEMAN, KEMPTON & ASSOCIATES, INC.

By: 
Name: Jeffrey W. Hardeman
As Its: President

ATTEST:

By: 
Name: Stephanie P. Hardeman
As Its: Secretary