

P94000002449

SMITH, GRIMSLEY, BAUMAN, PINKERTON,
PETERMANN, SAXER & WELLS

ATTORNEYS AND COUNSELORS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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**ALSO ADMITTED IN ALABAMA AND WYOMING

May 12, 1997

Secretary of State
Corporations Division
P. O. Box 6327
Tallahassee, FL 32301

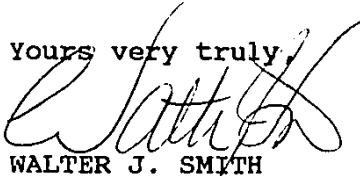
Re: Articles of Amendment to Articles of Incorporation of
Brooks, McKee & Shorey, Inc. Changing Name to
Brooks & Shorey, Inc.

Gentlemen:

Enclosed herewith please find the original and one copy of the
Articles of Amendment to Articles of Incorporation for the above-
referenced corporation to be filed with your office. Our check is
also enclosed in the amount of \$35.00 for the filing fee.

If you have any questions, please feel free to contact me. I would
appreciate your returning a conformed copy of the Articles of
Amendment at your earliest convenience.

Yours very truly,


WALTER J. SMITH

WJS/aw

Encls.

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~~WJS/aw~~

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NC

FILED
97 MAY 30 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1997

Walter J. Smith
Smith, Grimsley et al
P.O. Box 2379
Ft. Walton Beach, FL 32549

SUBJECT: BROOKS, MCKEE, & SHOREY, INC.
Ref. Number: P94000002449

We have received your document for BROOKS, MCKEE, & SHOREY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 697A00027013

SMITH, GRIMSLEY, BAUMAN, PINKERTON,
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*BOARD CERTIFIED CRIMINAL TRIAL LAWYER
**ALSO ADMITTED IN ALABAMA AND WYOMING

May 28, 1997

Steven Harris, Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Brooks, McKee, & Shorey, Inc.
Ref. Number: P 94000002449
Letter Number: 697A00027013

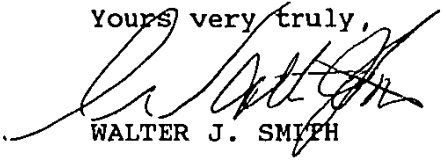
Dear Mr. Harris:

Enclosed herewith please find the revised Articles of Amendment to Articles of Incorporation of the above referenced corporation which now contains the appropriate language regarding the number of votes cast being sufficient for approval by the shareholders. Also enclosed with our revised document is a copy of your May 20, 1997 letter as per your instructions.

If the revised Articles of Amendment meet with your approval, I would appreciate your filing the same and returning a conformed copy to me.

Thank you for your cooperation in this matter.

Yours very truly,



WALTER J. SMITH

WJS/aw

Encls.

FILED
97 MAY 30 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BROOKS, MCKEE & SHOREY, INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is BROOKS, MCKEE & SHOREY, INC.

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:

ARTICLE I. NAME

The name of this corporation is:

BROOKS & SHOREY, INC.

THIRD: The Amendment was adopted by the Board of Directors of the Corporation on the 9th day of May, 1997.

FOURTH: The above Amendment was approved by a majority of the Shareholders of the corporation on the 9th day of May, 1997, and the requisite number of votes cast by the Shareholders was sufficient for approval.

FIFTH: The effective date of this Amendment to Articles of Incorporation shall be upon filing and approval by the Florida Department of State.

DATED this 26 day of May, 1997.

BROOKS, MCKEE & SHOREY, INC.

By: W Edsel Brooks
Its President

ATTEST:

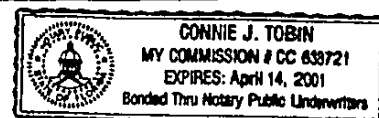
By: Ronald J. Shorey
Secretary

STATE OF FLORIDA
COUNTY OF OKALOOSA

Personally appeared before me W. EDESEL BROOKS and RONALD J. SHOREY, President and Secretary respectively of BROOKS, MCKEE & SHOREY, INC., who after being duly sworn acknowledge that they are executing the foregoing instrument for the purposes contained therein on behalf of the corporation.

WITNESS my hand and official seal this 26 day of May, 1997.

Connie J. Tobin
NOTARY PUBLIC
COMMISSION NO.
My Commission Expires:



brka-shorey-saend