5000061173 **CORPORATION**

072100000032 ACCOUNT NO.

665669 REFERENCE

AUTHORIZATION

ORDER DATE: January 12, 1998

ORDER TIME : 3:21 PM

ORDER NO. : 665669-005

000002397650

CUSTOMER NO: 7106146

Joseph C. Fuller, Esq CUSTOMER:

Joseph C. Fuller, P.a.

P. O. Box 61407

Fort Myers, FL 33906

NAME: ESTERO REALTY, INC.

EFFICTIVE DATE:

ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

FILED

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION ESTERO REALTY, INC.

98 JAN 12 PM 4: 22 SECRETARY OF STATE TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed August 7, 1995, #P95000061173,

FIRST:

The name of the corporation is ESTERO REALTY, INC.

SECOND:

The name of the corporation was amended from ESTERO REALTY, INC. to VVC, INC. by the following amendment to the Articles of Incorporation which was adopted by the corporation:

Article I of the Articles of Incorporation is amended as follows:

"The name of this corporation is VVC, INC."

THIRD:

The amendment was unanimously adopted by the Board of

Directors on the 9th day of January, 1998.

FOURTH:

The amendment was unanimously approved by the shareholders

of the corporation on the 9th day of January, 1998.

DATED: _/- 9_ 98

ESTERO REALTY, INC.

Attest:

(Seal)

Versie Van Cleve, Secretary

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 9th day of January, 1998, by Shirley J. Browning, who personally appeared before me at the time of notarization.

NOTARY PUBLIC - STATE OF FLORIDA:

* Tall *	KATHLEEN J PETRU My Commission CC391615 Expires Jul. 11, 1998 Bonded by ANB 800-852-5878
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KATHLEEN J. PETRU

Personally Known V OR Produced Identification

Type of Identification Produced:

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 9th day of January, 1998, by Versie Van Cleve, who personally appeared before me at the time of notarization.

NOTARY PUBLIC - STATE OF FLORIDA:



CATHLEEN J. PETRU

Personally Known ____ OR Produced Identification _____

(print)

Type of Identification Produced:

V524-862-39-867

ESTERO REALTY, INC.

DIRECTORS' WRITTEN CONSENT TO ACTION AND STATEMENT OF CONSENT TO ACTION BY SHAREHOLDERS

Pursuant to F.S. 607.0821, the undersigned, being all of the members of the Board of Directors of ESTERO REALTY, INC., hereby consent to and approve the following action(s):

That the corporation shall sell certain assets of the corporation as enumerated in, and, pursuant to the terms of that certain Purchase and Sale Agreement dated January 9, 1998. The corporation shall amend its articles to change its name to VVC, INC.; therefore, Article I of the Articles of Incorporation as amended as follows:

"The name of this corporation is VVC, INC."

Pursuant to s. 607.0704, Florida Statutes, the undersigned, holding shares of capital stock of ESTERO REALTY, INC., a Florida corporation, do consent to and take the following action in lieu of holding a meeting of shareholders of the corporation, to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting:

That the corporation shall sell certain assets of the corporation as enumerated in, and, pursuant to the terms of the Purchase and Sale Agreement dated January 9, 1998. The corporation shall amend its articles to change its name to VVC,INC.; therefore, Article I of the Articles of Incorporation as amended as follows:

"The name of this corporation is VVC, INC."

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of ESTERO REALTY, INC., have executed this written consent to action on this 4 day of January, 1998.

Shviley Browning Director Drowning Versie Van Cleve

Director

Director

IN WITNESS WHEREOF, the undersigned, constituting all of the shareholders of the Board of Directors of ESTERO REALTY, INC., have executed this written consent to action on this _______ day of January, 1998.

Shareholder One

Shareholder Two