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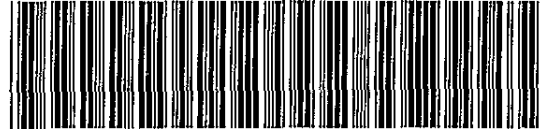
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Amend.

V SHEPARD MAR 25 2003

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ALSO ADMITTED IN:
* THE DISTRICT OF COLUMBIA
Δ MARYLAND
+ FLORIDA

March 12, 2003

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment to Articles of Incorporation of
Carper & Carper Communications, Inc.

Dear Sir/Madam:

Enclosed are Articles of Amendment to Articles of Incorporation of Carper & Carper Communications, Inc. Please forward a certified copy of the Articles of Amendment to this office at the address on the letterhead. Enclosed is our check made payable to the Department of State for \$43.75 representing the filing fee (\$35.00) and the fee for a certified copy (\$8.75).

Thank you for your attention to this matter.

Very truly yours,



Sharon C. Williams

/MTB

Enclosures

cc: Jean Carper
Judy Stevens

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CARPER & CARPER COMMUNICATIONS, INC.**

ARTICLE I

The name of the Corporation is Carper & Carper Communications, Inc.

ARTICLE II

The Board of Directors by unanimous consent found the following amendments to the Articles of Incorporation to be in the best interests of the Corporation:

1. Beginning with the paragraph following the first paragraph number 5, the paragraphs thereafter shall be re-numbered in order as follows: 6, 7, 8, 9, 10, 11, 12 and 13.
2. Paragraph 3 of the Articles of Incorporation is amended to read:

The aggregate number of shares the corporation has authority to issue is Twenty Thousand (20,000) shares of common stock no par value. Five Thousand (5,000) shares will be Class A Voting common stock and Fifteen Thousand (15,000) shares will be Class B Nonvoting common stock. The relative rights, privileges and limitations of the Corporation's Class A Voting common stock and Class B Nonvoting common stock shall be in all respects be identical, share for share, except that the voting power for all purposes shall be vested exclusively in the holders of the Class A Voting common stock and, except as otherwise required by law, the holders of the Class B Nonvoting common stock shall not have any voting power or be entitled to receive any notice of meetings of shareholders. All shares of stock issued and outstanding prior to the adoption of this amendment shall be classified as Class A Voting common stock. The Board of Directors is authorized to issue from time to time stock of either class for such consideration and upon such terms, conditions, limitations and preferences as the Board of Directors deems advisable, subject to such restrictions or limitations, if any, as set forth in the bylaws of the corporation. Shareholder approval is not required for the issuance of any right,

option, or warrant in respect of shares of stock of the Corporation to any officer or employee of the corporation or any of its subsidiaries. Shares of either class of stock may be issued as a share dividend in respect of shares of another class.

3. Paragraph 5 of the Articles of Incorporation is amended to read:

Each outstanding share of the corporation's Class A Voting common stock is entitled to one (1) vote on each matter submitted to a vote of shareholders. There shall not be cumulative voting in the election of directors. There shall be no preemptive rights of the shareholders of the corporation to acquire unissued shares of the corporation upon the decision to issue such shares.

4. Paragraph 6 of the Articles of Incorporation, as re-numbered by this Amendment, is amended to read:

Special meetings of the shareholders may be called by a majority of issued and outstanding shares of the Class A Voting common stock of the corporation. Special meetings of the Board of Directors may be called by a majority of the directors then serving. The foregoing notwithstanding, either the chairman of the Board or the president may call a special meeting of the shareholders or the Board of Directors.

5. Paragraph 7 of the Articles of Incorporation, as re-numbered by this Amendment, is amended to read:

A quorum at any meeting of the shareholders or the directors consists of a majority of the issued and outstanding shares of the corporation Class A Voting stock or a majority of the directors then serving.

6. Paragraph 8 of the Articles of Incorporation, as re-numbered by this Amendment, is amended to read:

The following actions may be approved by a majority of the issued and outstanding shares of the Class A Voting common stock of the corporation: amendment of these Articles, merger or share exchange with another entity, sale of assets other than in the regular course of the corporation's business, and the dissolution of the corporation.

It was directed that the amendment be submitted to a vote of the Shareholders. The Shareholders, by unanimous written consent dated April 30, 2002 adopted said amendment.

ARTICLE IV

The total number of shares outstanding and entitled to vote on any Amendment to the Articles of Incorporation is Five Thousand (5,000).

ARTICLE V

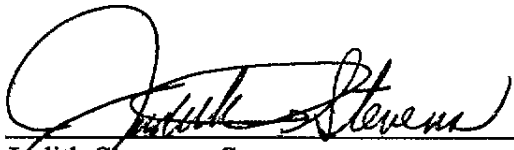
The Shareholders voted all Five Thousand (5,000) shares unanimously for such amendments.

GIVEN under my hand this 30 day of April, 2002.

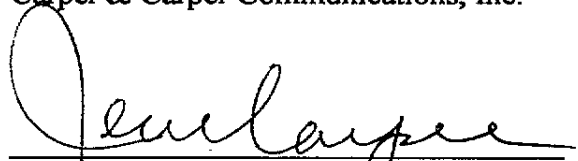
[Corporate Seal]

Carper & Carper Communications, Inc.

ATTEST:



Judith Stevens, Secretary



By: Jean Carper, President