

RAYMOND B. PALMER

*Attorney-at-Law*

P98000065634

Suite 41 - Harbortown Village  
913 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561  
Telephone (850) 916-1000  
Facsimile (850) 916-0080

November 17, 1998

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

100002692501--5  
-11/20/98--01027--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: AT South, Inc.

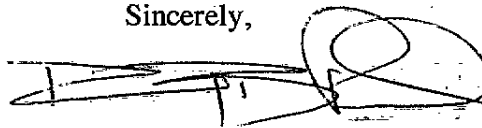
Dear Ladies or Gentlemen:

Enclosed for filing in the above matter is Articles of Amendment to the Articles of Incorporation of AT South, Inc., correcting the names of the Directors of said corporation. Also enclosed is a copy thereof.

Please be kind enough to date stamp the copy and return it to the undersigned in the enclosed self-addressed, stamped envelope.

If you have any questions or comments, please call me.

Sincerely,



Raymond B. Palmer

RBP:gh  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 17 AM 10:58

Mr. Palmer's sec.  
Gave OK  
to add date of  
adoption by Shareholders.  
& correct  
statute

12/17/98  
Sp



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 30, 1998

RAYMOND PALMER  
913 GULF BREEZE PARKWAY  
GULF BREEZE, FL 32561

SUBJECT: AT SOUTH, INC.  
Ref. Number: P98000065634

We have received your document for AT SOUTH, 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 shareholder approval was not required, a statement to that effect must be contained in the document.

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 (850) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 898A00056769

RAYMOND B. PALMER

*Attorney-at-Law*

Suite 41 - Harbourtown Village  
913 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561  
Telephone (850) 916-1000  
Facsimile (850) 916-0080

December 11, 1998

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

Re: AT South, Inc.


Dear Ladies or Gentlemen:

Enclosed for filing in the above matter is Articles of Amendment to the Articles of Incorporation of AT South, Inc., and copy thereof as well as a copy of your letter of November 30, 1998.

The document has been corrected per your instructions. Please be kind enough to date stamp the copy and return it to the undersigned.

If you have any questions or comments, please call me.

Sincerely,



Raymond B. Palmer

RECEIVED  
DEC 14 AM 8:33  
RBP  
DIVISION OF CORPORATIONS  
Enclosures

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
AT SOUTE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 DEC 17 AM 10:58

To: Department of State  
Tallahassee, Florida 32304

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The following Amendment of the Articles of Incorporation was adopted by the Directors of the corporation on the 2nd day of November, 1998 in the manner prescribed by the Florida General Corporation Act: The amendment was adopted by the shareholders on November 2, 1998.

The Articles of Incorporation of AT South, Inc., filed July 24, 1998 with the Florida Secretary of State and assigned Document No. P98000065634, are amended as to "ARTICLE III. DIRECTORS." to read as follows:

ARTICLE III. DIRECTORS.

The names and addresses of the Directors of the corporation are:

Amy Harshman Alt, 6601 No. Davis Highway, Pensacola, FL 32514

Tracy Harshman, 6601 No. Davis Highway, Pensacola, FL 32514.

2. The remainder of the Articles of Incorporation as filed remain in force and effect with no change.

3. This Amendment to the Articles of Incorporation of AT South, Inc. is to take effect immediately.

Dated November 2, 1998.

AT SOUTH, INC.

By: Amy Harshman Alt  
Amy Harshman Alt, President  
and as Shareholder

By: Tracy Harshman  
Tracy Harshman, Vice-President  
and as Shareholder

By: Donald Harshman  
Donald Harshman, Sec./Treas.  
and as Shareholder