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HEIDT & ASSOCIATES, INC.

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**ARTICLES OF AMENDMENT
TO
FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEIDT & ASSOCIATES, INC.
(a Florida corporation)**

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1. Name. The name of the corporation is HEIDT & ASSOCIATES, INC. (the "Corporation").

2. First Amended and Restated Articles of Incorporation. The date of filing of the Articles of Incorporation of the Corporation was December 5, 2003 (Document Number H03000330297).

3. Amendments. The Articles of Incorporation of the Corporation are hereby amended as follows:

3.1 Article IV is deleted and a new Article IV is inserted in lieu thereof, to read as follows:

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have the authority to issue is 5,000 shares of capital stock all of which shall have a par value of \$10.00 per share, of which 2,500 are designated as voting shares and 2,500 are designated as non-voting shares (the "Non-Voting Shares"). The said Non-Voting Shares are redeemable by the Corporation. The manner in which any redemption price is determined and the method of payment thereof shall be referenced in an agreement between the Corporation and the holder of the said Non-Voting Shares.

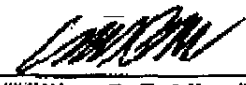
3.2 Article VI is deleted and a new Article VI is inserted in lieu thereof, to read as follows:

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street and mailing address of the registered agent of the Corporation is 401 E. Jackson Street, Suite 1700, Tampa, FL 33602 and the name of the Corporation's registered agent at that address is American Information Services, Inc.

4. Adoption of Amendment. Pursuant to Section 607.1003(6), *Florida Statutes*, this amendment was adopted by unanimous vote of the shareholders on January 14, 2006. Such vote, being unanimous, was sufficient to adopt the foregoing amendments to the Articles of Incorporation. There are no separate voting groups entitled to vote separately on this Amendment.

Signed this 14 day of January, 2006.

By: 

William P. Bahlke, President

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, AMERICAN INFORMATION SERVICES, INC., having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Amendment, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 30th day of January, 2006

AMERICAN INFORMATION SERVICES, INC.

By: Deborah L. Evans
Deborah Evans, Assistant Secretary