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BASIC AMENDMENT  
W.S. BADCOCK CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Amend  
JTM  
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*Effective Date  
11/10/04*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
W.S. BADCOCK CORPORATION**

W.S. Badcock Corporation (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby, by and through the undersigned, submit these Articles of Amendment of the Articles of Incorporation and in connection therewith does hereby state as follows:

1. The name of the corporation is W.S. Badcock Corporation.
2. These Articles of Amendment have been adopted and approved in connection with a ten-for-one share division carried out pursuant to Section 607.10025, Florida Statutes. The resolutions approving the division of shares were adopted and approved by the Board of Directors of the Corporation on September 15, 2004. Pursuant to Section 607.10025(2), Florida Statutes, stockholder action is not required on these Articles, and these Articles have therefore not been submitted to the stockholders for their approval.
3. The amendment to the Articles of Incorporation being effectuated hereby does not adversely affect the rights or preferences of the holders of the outstanding shares of any class or series of the Corporation's capital stock and does not alter the percentage of authorized shares that remain unissued.
4. All shares of the Corporation's capital stock (both Class A and Class B common stock) issued and outstanding at the close of business on November 1, 2004 (the "Effective Time") are subject to the division, each share to be divided into ten shares. The par value of the shares shall remain unchanged.
5. The amendment of the Corporation's Articles of Incorporation as adopted by the Board of Directors of the Corporation and as effected hereby (the "Amendment") deletes in its entirety the first paragraph of Article III of the Articles of Incorporation of the Corporation and in its place substitutes the following:

\*\*\*\*\*

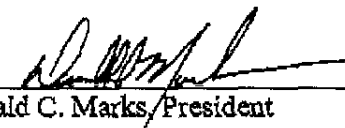
The authorized capital stock of the Corporation shall consist of 5,000 shares of Class A common stock with the par value of \$100.00 per share and 350,000 shares of Class B common stock with the par value of \$1.00 per share.

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6. Both the share division contemplated herein and the Amendment effected hereby shall become effective, following the filing of these Articles of Amendment with the Department of State of the State of Florida, at the Effective Time.

IN WITNESS WHEREOF, the foregoing instrument has been duly executed and delivered by the Corporation by its undersigned President this 29<sup>th</sup> day of September, 2004.

  
\_\_\_\_\_  
Donald C. Marks, President

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