

Division of Corporations

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

ERIE CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN 29 PM 4:56

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Amendment

01-30-01
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
ERIE CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article "VI" of the Articles of Incorporation of **ERIE CORPORATION** is hereby amended to read as follows:

"ARTICLE VI

The Board of Directors of the Corporation shall consist of three (3) directors. This number may be increased or decreased from time to time in accordance with the Corporation's By-Laws, but shall never be less than one. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to exercise all of the powers of the Corporation except those which by law expressly require the consent of the shareholders of the Corporation."

2. Article "X" of the Articles of Incorporation of Erie Corporation is hereby deleted in its entirety.

3. Article "XI" of the Articles of Incorporation of Erie Corporation is hereby amended to read as follows:

"ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Amended and Restated Articles of Incorporation, in the manner now or hereinafter prescribed by statute, and all rights conferred upon the Shareholders herein are granted subject to this reservation and any restrictions to the Corporation's By-Laws or any stockholders agreement to which the Corporation is a party."


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This instrument prepared by:
Richard B. Ivans, Esq.
Fla. Bar No. 137540
KATZ, BARRON, SQUITERO & FAUST, P.A.
2699 South Bayshore Drive, 7th Floor
Miami, Florida 3313
(305) 856-2444

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4. The foregoing Amendment was adopted by all of the shareholders and all of the members of the Board of Directors of the Corporation on the 24th day of January, 2001, in accordance with Florida Statutes 607.1006.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation effective as of the 24th day of January, 2001.

ERIE CORPORATION, a Florida corporation

By: 
Sophie Gilbert, President

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