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188807

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BUSINESS LITIGATION

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WILLS, TRUSTS AND ESTATES

August 13, 2001

Corporate Records Bureau  
Division of Corporations  
Department of State  
Amendment Section  
409 East Gaines Street  
Tallahassee, Florida 32399

100004536811--4  
-08/15/01--01082--001  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

In re: CARTER ASSOCIATES, INC.

Gentlemen:

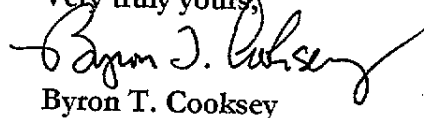
Enclosed please find an original and one copy of the Certificate of Amendment of Articles of Incorporation of, CARTER ASSOCIATES, INC., together with a check in the amount of \$87.50 as follows:

Filing Fee	\$35.00
Certified Copy	<u>\$ 8.75</u>
	\$43.75

Please file this Certificate of Amendment to Articles at your earliest convenience and return the certified copy to this office. Please telephone our office collect should you require any additional information.

Thank you for your cooperation in this regard.

Very truly yours,

  
Byron T. Cooksey

BTC/psv

Enclosure:

FILED  
01 AUG 15 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

T BROWN AUG 22 2001

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
CARTER ASSOCIATES, INC.

FILED  
01 AUG 15 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CARTER ASSOCIATES, INC., under its corporate seal and acting by its President and Secretary, does hereby certify that the Stockholders and Board of Directors of said corporation did, under date of April 20, 2001, adopt a resolution setting forth a proposed amendment to the Articles of Incorporation of this corporation, as hereinafter set out, and did declare the advisability of such amendment and did call a meeting of the directors of the corporation and all stockholders of record entitled to vote for the consideration thereof.

IT IS FURTHER certified that on April 20, 2001, a joint meeting of the directors and stockholders of CARTER ASSOCIATES, INC., was held at the offices of the corporation, in Vero Beach, Florida, notice of said meeting having been waived by all of the directors and all of stockholders of record entitled to vote in person or by proxy, and said directors and stockholders of record of the corporation did unanimously vote, in person or by proxy, in favor of the amendment as hereinafter set forth.

WHEREFORE, it is herewith certified that CARTER ASSOCIATES, INC., a Florida corporation, has and does amend its Articles of Incorporation hereto filed in the office of the Secretary of State of the State of Florida as to Article III thereof, so that Article III of said Articles of Incorporation hereafter shall read as follows:

"ARTICLE III

The amount of capital stock authorized for the corporation is a  
maximum of TEN THOUSAND (10,000.00) SHARES of common stock

having a one dollar (\$1.00) per share par value which shall be issued as fully paid and non-assessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such bylaws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the company.

Each stock holder of record as of April 20, 2001 shall receive fifty (50) shares of stock for each one share of the old par value stock surrendered and canceled.

WHEREFORE, it is herewith certified that CARTER ASSOCIATES, INC., a Florida corporation, has and does amend its Articles of Incorporation hereto filed in the office of the Secretary of State of the State of Florida as to Article VII thereof, so that Article VII of said Articles of Incorporation hereafter shall read as follows:

"ARTICLE VII

The number of directors of this corporation shall not be less than one (1), nor more than five (5). The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one."

The above constitutes the only amendments to said Articles of Incorporation.

IN WITNESS WHEREOF, said corporation has caused this certificate to be executed in

its name by its President, attested by its Secretary and its corporate seal hereto affixed, by due authority, this 20th day of April, 2001.

CARTER ASSOCIATES, INC.

BY: 

MARVIN E. CARTER  
President and Director

(CORPORATE SEAL)

ATTEST:

BY: 

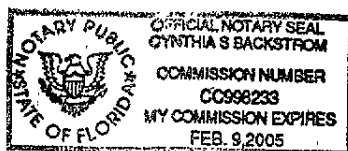
DEAN LUETHJE, Secretary


STATE OF FLORIDA

COUNTY OF INDIAN RIVER

PERSONALLY APPEARED before me, the undersigned officer, authorized to administer oaths, MARVIN E. CARTER, as President and Director of CARTER ASSOCIATES, INC., a Florida Corporation, to me well known and known to me to be the individual and officer of said corporation described in and who executed the foregoing Certificate, and he duly acknowledged before me that he executed the same for the purposes therein expressed as the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at county and state aforesaid, this 20th day of April, 2001.



  
NOTARY PUBLIC, State of Florida  
at Large. My commission expires: