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*ALSO ADMITTED IN ALABAMA

May 16, 2000

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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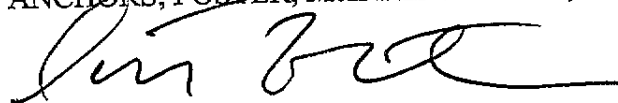
RE: Amendment of Articles of Incorporation
of Prince, Inc.

Dear Sir:

Enclosed you will find an original and one copy of the Amendment of the Articles of Incorporation for the above-referenced corporation. If you find the same in order, it would be appreciated if you would file the original Amendment with your office and, thereafter, please provide evidence of the filing of the same to the undersigned. Enclosed is a check in the amount of \$43.75 to cover the cost of filing the Amendment and providing a certified copy of the same to the undersigned. If you have any questions concerning the foregoing, please do not hesitate to call me.

Very truly yours,

ANCHORS, FOSTER, McINNIS & KEEFE, P.A.



William Scott Foster

Enclosures

cc: G.L. Prince, Jr.

FILED
00 MAY 22 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Anchors
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AMENDMENT OF
ARTICLES OF INCORPORATION
OF
PRINCE, INC.
(the "Corporation")

Pursuant to the provisions of Section 607.181, Florida Statutes, the undersigned, being the President and Secretary of the Corporation, intend to amend the Articles of Incorporation by the following resolution duly adopted by all the shareholders of the Corporation on May 16, 2000:

ARTICLE I of the Articles of Incorporation shall be amended to read as follows:

"ARTICLE IV - MAXIMUM AUTHORIZED CAPITAL:

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of common stock, all of no par value."

The undersigned requests that the Secretary of State of the State of Florida approve this Amendment as set forth herein.

IN WITNESS WHEREOF, the undersigned have hereunto set the undersigned's hands and seals this 22nd day of May, 2000.

Witnesses:

[Signature]
Beth McDonald

PRINCE, INC.

By: [Signature]

As its President

ATTEST:

[Signature]
Its Secretary

(AFFIX CORPORATE SEAL)

This instrument (Corporate\

Amendment to Articles) prepared by:

William Scott Foster

ANCHORS, FOSTER, McINNIS & KEEFE, P.A.

909 Mar Walt Drive, Suite 1014

Fort Walton Beach, Florida 32547

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FILED
00 MAY 22 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA