

223551

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P. A.

ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2346
ORLANDO, FLORIDA 32802-2346

600 NORTH MAGNOLIA AVENUE
SUITE 1500
ORLANDO, FLORIDA 32803

(407) 841-1200
FAX (407) 423-1831

WRITER'S DIRECT DIAL
(407) 428-5119

WRITER'S E-MAIL ADDRESS
MFENDLE@DEANMEAD.COM

August 20, 1999

Amend

Florida Department of State
Division of Corporations
Attention: Amendment Section
P. O. Box 6327
Tallahassee, Florida 32314

200002966612--8
-08/23/99--01083--004
*****43.75 *****43.75

Re: Articles of Amendment to Articles of Incorporation
of Accredited Holding Corporation

Gentlemen:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation of Accredited Holding Corporation, together with a check for \$43.75 to cover the \$35.00 filing fee and \$8.75 certified copy fee. After the Articles of Amendment have been filed, please return the certified copy to the undersigned.

Sincerely,

Mary F. Fendle
Mary F. Fendle, Legal Assistant

FILED
SEP 23 PM 1:44
TALLAHASSEE, FLORIDA

:mff

Enclosures (3)

cc: Deborah Snow Jallad
Charles H. Egerton, Esq.

G:\TAX\MFLTR\accredhold-02.wpd

AJR
8/27/99

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P. A.

ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2348
ORLANDO, FLORIDA 32802-2348

800 NORTH MAGNOLIA AVENUE
SUITE 1500
ORLANDO, FLORIDA 32803

(407) 841-1200
FAX (407) 423-1831

WRITER'S DIRECT DIAL
(407) 428-5119

WRITER'S E-MAIL ADDRESS
MFENDLE@DEANMEAD.COM

August 24, 1999

Personal and Confidential

Annette Ramsey, Amendment Section
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of Incorporation
of Accredited Holding Corporation

Dear Annette:

In accordance with our telephone conversation, enclosed are an original and one copy of Articles of Amendment to the Articles of Incorporation of Accredited Holding Corporation, adopted by the corporation on August 24. These Articles of Amendment are to be filed instead of the Articles of Amendment that were mailed to the Amendment Section on August 20 (along with a check for \$43.75 for the \$35.00 filing fee and \$8.75 certified copy fee). After the enclosed Articles of Amendment have been filed, please return the certified copy to me.

If you encounter any problem with this filing, please call me.

Sincerely,


Mary F. Fendle, Legal Assistant

:mff

Enclosures (2)

cc: Deborah Snow Jallad
Charles H. Egerton, Esq.

G:\TAX\MFLTR\accredhold-05.wpd

ARTICLES OF AMENDMENT TO
THE RESTATED ARTICLES OF INCORPORATION
OF ACCREDITED HOLDING CORPORATION
(formerly ACCREDITED BOND AGENCIES, INC.)

99 AUG 23 PM 1:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Restated Articles of Incorporation:

Article I - Name

The name of the corporation is Accredited Holding Corporation (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the Directors of the Corporation approved a resolution amending Article V of the Restated Articles of Incorporation by written consent dated August 24, 1999, in accordance with the provisions of Section 607.0821 of the Florida Statutes. All of the shareholders of the Corporation entitled to vote approved the resolution amending Article V of the Restated Articles of Incorporation by written consent dated August 24, 1999, in accordance with the provisions of Section 607.0704 of the Florida Statutes, and the number of votes cast for the amendment to the Restated Articles of Incorporation was sufficient for approval of said amendment. The following is a true and correct copy of the resolution amending Article V of the Restated Articles of Incorporation:

RESOLVED, that Article V of the Restated Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Fifty Thousand (50,000) shares of Class A voting common stock having a par value of Ten Cents (\$0.10) per share, and Four Hundred Fifty Thousand (450,000) shares of Class B non-voting common stock having a par value of Ten Cents (\$0.10) per share.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B non-voting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B non-voting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B non-voting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B non-voting common stock in proportion to the number of shares held by the holders of such shares."

Article III - Effective Date of Amendment

The effective date of the amendment to the Restated Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Restated Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 24 day of August, 1999.

ACCREDITED HOLDING CORPORATION

By: Deborah Snow Jallad
Deborah Snow Jallad, President

G:\TAX\JHW\00006-14b.wpd