

238256



ACCOUNT NO. : 072100000032

REFERENCE : 789131 4326591

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : April 21, 1998

ORDER TIME : 10:49 AM

ORDER NO. : 789131-005

CUSTOMER NO: 4326591

CUSTOMER: Mr. E. Jackson Boggs
Fowler White Gillen Boggs
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

Amend

900002495149--4

DOMESTIC AMENDMENT FILING

NAME: DEL F. MARCOTTE &
ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Name	<i>4/21/98</i>
Document	<i>Don</i>
Examiner	<i>Don</i>
Updater	<i>Don</i>
W.P. Verifier	<i>Don</i>

FILED
98 APR 21 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 APR 21 PM 12:10
DIVISION OF CORPORATION

AMENDMENT TO ARTICLES OF INCORPORATION

OF

DEL F. MARCOTTE & ASSOCIATES, INC.

FILED
98 APR 21 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of DEL F. MARCOTTE & ASSOCIATES, INC., were filed with and approved by the Secretary of State of the State of Florida on the 18th day of July, 1960; and

WHEREAS, an Amendment to the Articles of Incorporation of DEL F. MARCOTTE & ASSOCIATES, INC. was filed with and approved by the Secretary of State of the State of Florida on the 10th day of November, 1965; and

WHEREAS, it is the intention of all of the directors and the sole stockholder of DEL F. MARCOTTE & ASSOCIATES, INC. that the Articles of Incorporation of DEL F. MARCOTTE & ASSOCIATES, INC. be amended, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment was approved and adopted by all of the directors of DEL F. MARCOTTE & ASSOCIATES, INC., pursuant to the provisions of Florida Statutes, Section 607.0821, on the 20th day of April, 1998; and

WHEREAS, the proposed amendment was approved and adopted by the sole stockholder comprising the only voting group of stockholders of DEL F. MARCOTTE & ASSOCIATES, INC., pursuant to the provisions of Florida Statutes, Section 607.0704, on the 20th day of April, 1998; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of DEL F. MARCOTTE & ASSOCIATES, INC. are hereby amended, by deleting in its entirety the present Article III and by substituting therefor the following, to-wit:

"ARTICLE III

The total number of shares of capital stock authorized to be issued by the corporation (the "Shares") shall consist of one class only and shall be comprised of 1,000,000 shares of common capital stock having a par value of \$.01 per share of which (i) 10,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote with respect to all matters to be properly voted on by the stockholders of the corporation, and (ii) 990,000 shares shall be designated non-voting shares (the "Non-Voting Shares"), entitling the holders thereof to no voting rights. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable."

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of DEL F. MARCOTTE & ASSOCIATES, INC., by its President and Secretary this 20th day of April, 1998.

DEL F. MARCOTTE & ASSOCIATES, INC.

By: *Dennis R. Marcotte*
Dennis R. Marcotte, President

By: *Maxine R. Marcotte*
Maxine R. Marcotte, Secretary

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th day of April, 1998, by DENNIS R. MARCOTTE and MAXINE R. MARCOTTE, President and Secretary, respectively, of DEL F. MARCOTTE & ASSOCIATES, INC., a Florida corporation, who are personally known to me or who have produced N/A as identification.

Deborah Lee Baker
Deborah Lee Baker
Print Name

Notary Public

My Commission Expires:

