

FROM HILL, WARD, HENDERSON, P.A.

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BASIC AMENDMENT
CARTER & VERPLANCK, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CARTER & VERPLANCK, INC.**

Pursuant to Section 607.1006 of the Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I.

The name of the Corporation is CARTER & VERPLANCK, INC.

ARTICLE II.

The Articles of Incorporation are amended by deleting Article III in its entirety and replacing it with the following:

"ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 750,000 shares of common stock, \$.01 par value per share."

ARTICLE III.

This amendment is effective as of the date of this filing.

ARTICLE IV.

This amendment was approved by the Shareholders by written consent dated August 31, 2000 and the number of Shareholders consenting to the Amendment was sufficient to approve the Amendment.

These Articles of Amendment to the Articles of Incorporation is executed on behalf of the Corporation by its CEO on August 31, 2000.

CARTER & VERPLANCK, INC.


George B. VerPlanck, CEO

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