

Aug. 11. 2010 4:16PM
Division of Corporations

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Florida Department of State
Division of Corporations
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PROCTOR HARDWARE, INC.**

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TALLAHASSEE, FLORIDA

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No. 5167 P. 2

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AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
PROCTOR HARDWARE, INC.

APPROVED
AND
FILED
-10 AUG 11 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Proctor Hardware, Inc. (the "Corporation"), originally filed on March 4, 1961 and amended by those certain Articles of Amendment to the Articles of Incorporation filed on February 16, 1983 (collectively, the "Articles of Incorporation"), are amended to read as follows:

1. Article III of the Articles of Incorporation of the Corporation is hereby amended and replaced in its entirety to read as follows:

ARTICLE III

This Corporation is authorized to issue twenty thousand (20,000) shares of common stock having a par value of \$1.00 per share ("Common Stock"). The preferences, limitations and relative rights of each share of Common Stock shall be identical. Each holder of Common Stock of the Corporation shall have one vote in respect of each share held, and the exclusive voting power with respect to the Corporation shall be vested in the holders of the Common Stock. At all meetings of shareholders, a majority in number of shares of Common Stock entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

2. The foregoing amendment shall become effective when filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned president of this Corporation has hereunto set his hand and seal this 10 day of August, 2010.

Proctor Hardware, Inc.

By: Stephen P. Proctor
Stephen P. Proctor, President

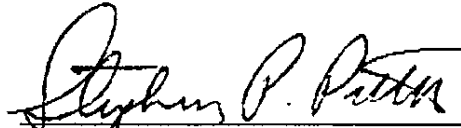
Prepared by:
Driver, McAfee, Peek & Hawthorne, P.L.
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

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ADOPTION OF AMENDMENT TO THE ARTICLES OF INCORPORATION

The undersigned shareholder hereby confirms that the foregoing Amendment to the Articles of Incorporation was unanimously adopted and approved by the Corporation's shareholders pursuant to Section 607.1003, Florida Statutes, on August 10, 2010. The number of votes cast by the shareholders for the amendment contained in the foregoing Amendment to the Articles of Incorporation were sufficient for approval of the same.



Stephen P. Proctor, Shareholder