



245355

ACCOUNT NO. : 072100000032
REFERENCE : 555161 4352702
AUTHORIZATION : *Patricia Poynt*
COST LIMIT : \$ ~~122.00~~ 87.50

ORDER DATE : October 6, 1997

ORDER TIME : 2:17 PM

ORDER NO. : 555161-005

CUSTOMER NO: 4352702

400002313314--9

CUSTOMER: Ms. Jennifer Lukas
Williams Parker Harrison Dietz
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC AMENDMENT FILING

NAME: FREDERICK DERR AND COMPANY,
INCORPORATED

EFFECTIVE DATE: 08/21/97

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: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
97 OCT -6 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT -6 PM 3:44
DIVISION OF CORPORATION

10/7 JTG
Ames
CSC

**ARTICLES OF AMENDMENT
OF
FREDERICK DERR AND COMPANY, INCORPORATED**

FILED

97 OCT -6 PM 4:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

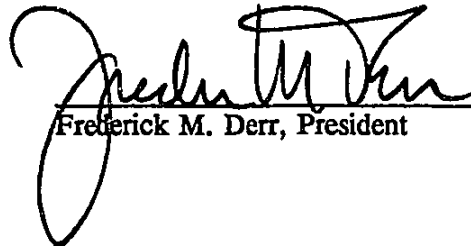
The Articles of Incorporation of Frederick Derr and Company, Incorporated, a Florida corporation, shall be and hereby are amended by striking Article III in its entirety and by substituting in its place the following:

**Article III
AUTHORIZED CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be One Million (1,000,000) Shares of common stock having a par value of ten cents (\$.10) per share.

The amendment was approved and adopted by written consent of the shareholders and the directors of the corporation on 21 August, 1997. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the President has executed these Articles of Amendment.


Frederick M. Derr, President