

272816

SULLIVAN & SULLIVAN

ATTORNEYS AT LAW

1601 20th Street

Vero Beach, Florida

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CHARLES A. SULLIVAN, SR.

CHARLES A. SULLIVAN, JR.

MAILING ADDRESS

POST OFFICE BOX 2620

VERO BEACH, FLORIDA 32961-2620

August 30, 2000

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-09/05/00--01100--004
*****43.75 *****43.75

RE: The Alan Company, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation in connection with the above-referenced corporation. Once the Articles of Amendment have been filed please certify the enclosed copy and return same to me for my records. I enclose my firm's check in the amount of \$43.75 to cover the filing fee for same.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
000C1-6 AM10:20

Thank you for your assistance.

Sincerely,


Charles A. Sullivan, Sr.

tlh
Encls.

Amend
10/6/00

VB

KR



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 19, 2000

CHARLES A. SULLIVAN, SR.
POST OFFICE BOX 2620
VERO BEACH, FL 32961-2620

SUBJECT: THE ALAN COMPANY
Ref. Number: 272816

We have received your document for THE ALAN COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 800A00049475

Rec'd 10/6

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Vero Beach, Florida

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CHARLES A. SULLIVAN, SR.
CHARLES A. SULLIVAN, JR.

MAILING ADDRESS
POST OFFICE BOX 2620
VERO BEACH, FLORIDA 32961-2620

October 2, 2000

Florida Department of State
Division of Corporate
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Velma Shepard, Corporate Specialist

RE: The Alan Company
Reference Number: 272816

Dear Ms. Shepard:

I have enclosed the original and one copy of the revised Articles of Amendment for The Alan Company. As directed in your letter, we have made the appropriate corrections and would now appreciate your office filing the documents. As noted in your letter your office has already received our check in the amount of \$43.75, which represents the filing fee for this matter.

Thank you in advance for your consideration and assistance in this matter.

Sincerely,

Charles A. Sullivan, Sr.

RECEIVED

00 OCT 16 1999

DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -6 AM 10:20

Pursuant to Section 607.1006, Florida Statutes, the Undersigned Corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is:

THE ALAN COMPANY

SECOND: The following amendment to the articles of incorporation was adopted by the corporation:

The common stock is redeemable by the corporation at the option and discretion of the board of directors, in whole or in part, at any time on ten (10) days' notice in payment of estate taxes, interest on estate taxes, funeral expenses or administration expenses of a deceased shareholder or the transferee of a deceased shareholder under the provisions of Internal Revenue Code 303. The redemption price shall be the value of the stock for federal estate tax purposes as finally determined in the federal estate tax proceeding relating to the estate of such deceased shareholder. However, no such redemption will be made when the corporation is insolvent or when that redemption would render the corporation insolvent, or would reduce the corporation's net assets below the aggregate amount payable to the holders of any shares having prior or equal rights to the assets of the corporation on involuntary dissolution.

The corporation must give notice of the redemption by call and written or printed notice. The notice of redemption must set forth;

(a) The class or series of shares or part of any class or series of

shares to be redeemed.

- (b) The date fixed for redemption.
- (c) The redemption price.
- (d) The place at which the shareholders may obtain payment of the redemption price on surrender of their share certificates.

A copy of the notice of redemption must be mailed, postage prepaid or hand delivered, to each holder of shares to be redeemed, of record as of the date of mailing or as of the record date fixed in accordance with the bylaws, addressed to the holder, at his or her address appearing on the corporation's books or given by him or her to the corporation for the purpose of notice, or if no such address appears or is given, at the place where the principal office of the corporation is located, not less than ten (10) days before the date fixed for redemption.

In case of a partial redemption of the common stock, the redemption shall be pro rata among the various holders who qualify for redemption under Internal Revenue Code 303.

The redemption payments may be made from any legally available source of funds and may be made in cash or by promissory note with interest to exceed the applicable federal rate and payment in full within fifteen (15) years of the redemption date.

On or before the date fixed for redemption, each holder of shares called for redemption shall surrender his or her or its certificate for such shares to the corporation at the place designated in the redemption notice and shall be entitled to receive payment of the redemption price. If less than all of the shares represented by a surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

THIRD: The amendment was adopted by the shareholders of the corporation on the 26th day of April, 2000.

DATED: 26 April 2000

THE ALAN COMPANY

By: Janis Barnhill President
Janis Barnhill, President

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, personally appeared JANIS BARNHILL, in their official capacities for and on behalf of THE ALAN COMPANY, to me well known to be the individual(s) who executed the foregoing Articles of Amendment to Articles of Incorporation and acknowledged before me by oath, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of April, 2000.

Harry C. Offutt, III
Notary Public, State of Florida

Printed name of Notary: Harry C. Offutt, III
Notary Public, State of Florida
My Commission No. CC639100
My Commission Exp. 06/28/2001
(Notary Stamp or Seal)

