

Davis & Gaines, INC.

P.O. Box 1010
BABSON PARK, FLORIDA 33827-1010

STELLA D. GAINES, PRES.
WILLIAM L. DAVIS, TREAS. & V. PRES.
EARLY N. DAVIS, JR., SECRETARY

PHONE (941) 635-4881
FAX (941) 635-2873

303881

March 4, 1997

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*****87.00 *****87.00

Division of Corporations
Secretary of State
State Capitol
Tallahassee, Fl 32388

Gentlemen:

Please find enclosed our check in the amount of \$52.00 to cover
cost of a Certified Copy of the enclosed Articles of Amendment.

Thank you for your assistance.

Very truly yours,


Stella D. Gaines

SDG/fs
Encl.

FILED
97 MAR 27 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1997

Stella D. Gaines
Davis & Gaines
P.O. Box 1010
Babson Park, FL 33827-1010

SUBJECT: DAVIS AND GAINES, INC.
Ref. Number: 303881

We have received your document for DAVIS AND GAINES, INC. and check(s) totaling \$52.00. However, your check(s) and document are being returned for the following:

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 297A00012575

Davis & Gaines, INC.

P.O. Box 1010
BABSON PARK, FLORIDA 33827-1010

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WILLIAM L. DAVIS, TREAS. & V. PRES.
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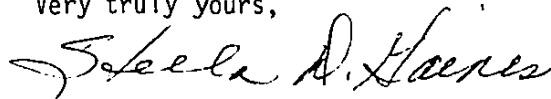
Division of Corporations
Secretary of State
State Capitol
Tallahassee, FL 32388

Gentlemen:

Please find enclosed our check in the amount of \$87.00 to cover the cost of filing Articles of Amendment and a certified copy.

Thank you for your assistance.

Very truly yours,



Stella D. Gaines

SDG/fs
Encl.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DAVIS AND GAINES, INC.

FILED
97 MAR 27 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Davis and Gaines, Inc. a Florida corporation, under its corporate seal and the signatures of its President, Secretary and Treasurer, hereby certifies as follows:

The Board of Directors of said corporation, at a meeting called and held on August 22, 1996 unanimously adopted the following resolution:

Whereas, by Certificate of Amendment filed October 6, 1988 with the Division of Corporations, Secretary of State, as document No. 303881, this corporation purportedly amended Article III of the Articles of Incorporation, and

Whereas, there were no meetings of shareholders or directors approving said amendment as described therein; that the shareholders and board of directors have never approved said amendment, and

Whereas, this present amendment is adopted by the Board of Directors without shareholder action as the directors have been advised that they may rescind an amendment that was not approved by the shareholders, and

Whereas, the Board of Directors wishes to rescind the purported Certificate of Amendment dated October 6, 1988 and reinstate the original Article III of the Articles of Incorporation.

BE IT RESOLVED by the Board of Directors of Davis and Gaines, Inc., a Florida Corporation, that it deems it advisable and hereby declares that Article III of the Articles of Administration as purportedly amended as set forth hereinabove be rescinded and the original Article III of the Articles of Incorporation be re-instated; that all common stock shall be voting shares and all shares issued shall be corrected if necessary to comply with this resolution, that Article III of the Articles of Incorporation be amended and re-instated to read as follows:

Article III

"The capital stock of this corporation shall consist of forty-thousand (40,000) shares of the common stock of the par value of Ten Dollars (\$10.00) per share. All or any part of said capital stock, subscribed for by the subscribing incorporators, may be payable in or issued for purchase of property, labor or service at a just valuation thereof to be fixed by the Board of Directors at a meeting to be called for that purpose, and all such capital stock shall be issued and paid for at such times and upon such terms and conditions as the Board of Directors may determine."

Signed in Presence of

Davis and Gaines, Inc.

Stella D. Gaines

By:

Stella D. Gaines

Stella D. Gaines, President
Director

Early N. Davis, Jr.

By:

Early N. Davis, Jr.

Early N. Davis, Jr., Secretary
Director

William L. Davis

By:

William L. Davis

William L. Davis, Treasurer
Director

State of Florida
County of ~~Orange~~ Polk

Before me, the undersigned notary public, personally appeared Stella D. Gaines, Early N. Davis, Jr. and William L. Davis, known by me to be the President, Secretary, and Treasurer of Davis and Gaines, Inc., a Florida corporation, and they acknowledged that they executed the above and foregoing Certificate of Amendment to Rescind as such officers for and on behalf of said corporation after having been duly authorized to do so and such persons are personally known to me.

WITNESS my signature and official seal at Frostproof, Polk county, Florida, this 4th day of March, 1997.

Francis N. Stebbins
NOTARY PUBLIC

