312802

LAW OFFICE
PEACOCK & GAFFNEY
PROFESSIONAL ASSOCIATION
2348 SUNSET POINT ROAD
CLEARWATER, FLORIDA 33765

RAY PEACOCK
PATRICK F. GAFFNEY+

PEGGY BURKE BEVILLE

+ BOARD CERTIFIED
MARITAL & FAMILY LAWYER

(727) 796-7774
FAX (727) 797-6317

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
01 MAR -5 PM 4:31

February 28, 2001

600003798706--6
-03/05/01--01129--007
*****43.75 *****43.75

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL. 32301

Re: William H. Gilmore, Inc.

Gentlemen:

Enclosed herewith please find the Third Amendment to Certificate of Incorporation of William H. Gilmore, Inc. with a copy of the Minutes of a Special Meeting, which we request that you file in your office. Also enclosed is a copy of the same, which we request that you certify and return to us.

Our check in the amount of $43.75 is enclosed to cover your charges as follows:

Filing Fee	$35.00
Certified copy	8.75
	$43.75

If anything further is required, please do not hesitate to contact me.

Sincerely yours,

Ray Peacock

RP:jm
Enclosures

Amend

V. SHEPARD MAR 9 2001

THIRD AMENDMENT TO CERTIFICATE OF INCORPORATION
OF
WILLIAM H. GILMORE, INC.

I, SANFORD A. HAGGERT, as President and ROSEANN HAGGERT as Secretary of WILLIAM H. GILMORE, INC. a corporation organized and existing under the laws of the State of Florida do hereby certify that by resolution adopted by the Board of Directors and all holders of the common stock of said corporation, at a special joint meeting held pursuant to waiver of notice of such meeting, signed by all directors and stockholders of said corporation at the offices of the corporation located at Clearwater, Florida, on January 2, 2001, the said stockholders and directors unanimously adopted and passed a resolution to amend Article III of the Certificate of Incorporation by deleting said Article III and substituting therefor the following change:

ARTICLE III

A. This corporation is authorized to issue 1000 shares of $100.00 par value stock known as Class A, common stock..

B. Except as otherwise provided by law, the entire voting power for the election of directors for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

C. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

D. Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

Dated at Clearwater, Florida this 02 day of 1 2001.

WILLIAM H. GILMORE, INC.
By: [signature]
SANFORD A. HAGGERT - President

By: [signature]
ROSEANN HAGGERT - Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on the 3 day of Jan _______________, 2001, by SANFORD A. HAGGERT as the President and ROSEANN HAGGERT as the Secretary for WILLIAM H. GILMORE, INC. who are personally known to me or who produced _____ ________________ as identification, on behalf of whom the instrument was executed.

NOTARY PUBLIC STATE OF FLORIDA
RAY PEACOCK
MY COMMISSION # CC 973337
EXPIRES: Jan 31, 2005
1-800-3-NOTARY FL Notary Service & Bonding, Inc.

____
NOTARY PUBLIC