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From: Cynthia L. Moore

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Comments:

Please file the attached articles of amendment. Thank you.

Cynthia L. Moore
Legal Assistant
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF BLAYLOCK OIL CO.**

Crystal Blaylock Sanchez, as President of BLAYLOCK OIL CO., a Florida corporation (the "Corporation"), hereby amends the Articles of Incorporation of the Corporation as follows:

1. The name of the Corporation is: BLAYLOCK OIL CO.
2. Article III of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

The maximum number of shares of stock which the Corporation is authorized to issue and have outstanding at any time shall be:

| <u>Number of Shares</u> | <u>Par Value Per Share</u> | <u>Class of Stock</u> |
|-------------------------|----------------------------|-------------------------------|
| 24 | \$.01 | Class A Voting Common |
| 26 | \$.01 | Class A Special Voting Common |
| 500 | \$.01 | Class B Non-Voting Common |

The rights, privileges and immunities of the classes of stock shall be equal, except for the following voting rights:

- a. The Class A Voting Common Stock shall have full voting rights and each share shall entitle the holder thereof to one vote.
- b. The Class A Special Voting Common Stock shall have full voting rights as a class with the Class A Voting Common Stock and each share shall entitle the holder thereof to one vote until the death of Lawrence H. Blaylock. Upon the death of Mr. Blaylock, each share of Class A Special Voting Common Stock converts to one (1) share of Class B Non-Voting Common Stock.

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- c. The Class B Non-Voting Common Stock shall have no voting rights except as otherwise provided by the Florida Business Corporation Act.

3. This Recapitalization shall be implemented by each present holder of Class A Voting Common Stock receiving 0.48 Shares of Class A Voting Common Stock and 0.52 Shares of Class A Special Voting Common Stock for each share of Class A Voting Common Stock held by such shareholder prior to this Recapitalization and the old shares of Class A Voting Common Stock of the Corporation shall be automatically cancelled. The holders of Class B Non-Voting Common Stock of the Corporation shall not be affected by this Recapitalization.

4. This amendment was adopted on May 3, 2010, by the unanimous joint written action of the Directors and Shareholders of the Corporation.

This Amendment to the Articles of Incorporation is executed in Miami, Florida, this 3rd day of May, 2010.

BLAYLOCK OIL CO.

By: 

Crystal Blaylock Sanchez, President