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April 21, 1997

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Bessent, Hammack & Ruckman, Inc.

Ladies and Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation of Bessent, Hammack & Ruckman, Inc., a Florida corporation, which Amendment was approved by the Board of Directors and Shareholders pursuant to Florida Statutes § 607.1003.

In addition, we enclose our firm check in the amount of \$35.00 for your filing fee. We would appreciate your returning directly to the undersigned a date stamped copy of the filed Amendment in the self-addressed, stamped envelope provided.

If you have any questions or concerns, please do not hesitate to contact me.

Sincerely,

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*****35.00 *****35.00

Michael E. Goodbread, Jr.

MEGJr:bjc
Enclosures
cc: Barbara C. Johnston, Esq. (w/out encs.)

FILED
97 APR 23 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BESSENT, HAMMACK & RUCKMAN, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Bessent, Hammack & Ruckman, Inc.
2. Article III of the Articles of Incorporation of the corporation is hereby amended

in its entirety to read as follows:

"ARTICLE III. CAPITAL STOCK

"This corporation is authorized to issue eighty thousand (80,000) shares of common stock having a par value of ten cents (\$0.10) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholders, any or all authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation."

3. Following the effective date of the foregoing amendment, the common stock of the Corporation shall no longer be divided into voting and non-voting common stock. Each issued and outstanding share of the voting common stock of the Corporation, and each issued and outstanding share of the non-voting common stock of the Corporation, shall be exchanged for one share of the common stock of the Corporation, each share of which shall have full voting privileges and powers.

4. The foregoing amendment was recommended by the Board of Directors of the corporation and was adopted unanimously by all shareholders entitled to vote thereon under Section 607.1004, Florida Statutes (1995), and all of the members of the Board of Directors of the corporation on April 15, 1997, by written consent, pursuant to Section 607.1003, Florida Statutes (1995). The holders of the voting common shares of

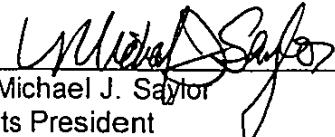
the corporation, and the holders of the non-voting common shares of the corporation, the only classifications of shares of the corporation, constitute the only voting groups entitled to vote separately on the amendment. The number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

5. The foregoing amendment shall become effective upon the filing of these Articles of Amendment with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned officer of the aforesaid corporation has executed these Articles of Amendment this 15th day of April, 1997.

BESSENT, HAMMACK & RUCKMAN, INC.

By: _____


Michael J. Saylor
Its President