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**KOPPEN, WATKINS, PARTNERS & ASSOCIATES**

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ROBERT A. KOPPEN  
ATTORNEY AT LAW

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN -2 AM 8:34

December 29, 2000

State of Florida  
Secretary of State  
Division of Corporations  
Amendment Section  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-01/02/01--01107--008  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

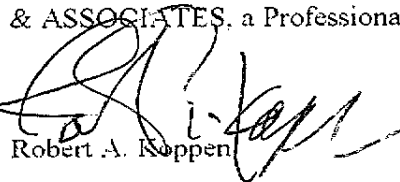
Dear Sirs:

Enclosed find Certificate of Amendment for Nationwide Studios, Inc., which I request to be filed. A check in the amount of \$43.75 to record; \$35.00 cost of filing and \$8.75 for certified copy.

Please date stamp a copy of this letter and return in the enclosed envelope.

Very truly yours,

KOPPEN, WATKINS, PARTNERS  
& ASSOCIATES, a Professional Association

  
Robert A. Koppen

RAK:pc3  
enclosures

*Amend.*

NATION01.WPD

V. SHEPARD JAN 10 2001

NATIONWIDE STUDIOS, INC.,  
AMENDMENT TO ARTICLES OF INCORPORATION

CERTIFICATE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN -2 AM 8:34

THIS IS TO CERTIFY that a specially called meeting of the Stockholders and Directors of NATIONWIDE STUDIOS, INC., a Florida corporation licensed to do business in the State of Tennessee, all of whom were present, was held in the offices of the Corporation at 400 N. Belvedere, Gallatin, Tennessee, on this 22nd day of November, 2000, the following Resolution was upon motion made and seconded, unanimously approved.

ARTICLE XII WITHIN THE AGREEMENT OF MERGER AMENDING THE ARTICLES OF INCORPORATION EFFECTIVE NOVEMBER 17, 1972 SHALL BE DEEMED DELETED.

RESOLVED

THE ARTICLES OF INCORPORATION dated October 30, 1969, amended November 19, 1969, February 23, 1970, and by Amendment of Merger on November 17, 1972, be and the same are further amended, as follows:

ARTICLE XII  
(Agreement of Merger)

AUTHORIZED STOCK:

(a) 100,000 shares of class A common stock, par value \$20.00 per share, full non-cumulative voting rights and participation as to dividends.

(b) 100,000 shares of class B common stock, par value \$20.00 per share, and participation with any other authorized stock as to dividends. This class B stock shall have no voting privilege

attest:

PRESIDENT

STATE OF TENNESSEE

COUNTY OF Sumner

NATIONWIDE STUDIOS, INC.

SECRETARY

Before me personally an officer duly authorized to give oaths and take acknowledgments, personally appeared, JOSEPH E. NEWGARDE, JR and LETA MAE NEWGARDE, who having been fully sworn by me, did upon their oath acknowledge that they affixed their signatures to the foregoing "Amendment to Articles of Incorporation, Nationwide Studios, Inc., a Florida corporation, licensed to do business in the State of Tennessee, and that the foregoing is a true and correct copy of the same, filed in the Minutes Book of the Corporation.

WITNESS my hand and official seal, this 22nd day of November, 2000.

NOTARY PUBLIC  
State of Tennessee

(SEAL)

My commission expires:

3/30/2003

NEWGAR02.ART