

389574

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CORPORATE & BUSINESS LAW

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** ADMITTED TO GEORGIA BAR

TRANSMITTAL LETTER

December 28, 2000

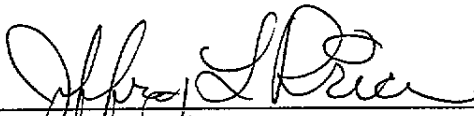
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/05/01--01081--009
*****35.00 *****35.00

SUBJECT: O'Steen Brothers Amended Articles

I enclose an original and 1 copy of the Amended Articles of Incorporation for the above corporation and a check in the amount of \$ 35.00.

SIGNED: _____


Jeffrey L. Price

From:

PETER A. ROBERTSON & ASSOCIATES, P. A.
c/o Jeffrey L. Price
5216 S. W. 91 Drive, Gainesville, FL 32608
(352) 373-9031
FAX: 352/373-9099

FILED
01 JAN 19 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN JAN 22 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 11, 2001

JEFFREY L. PRICE
PETER A. ROBERTSON & ASSOCIATES, P.A.
5216 SOUTHWEST 91 DRIVE
GAINESVILLE, FL 32608

SUBJECT: O'STEEN BROTHERS, INC.
Ref. Number: 389574

We have received your document for O'STEEN BROTHERS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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 (850) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 301A00001618

MS BROWN:

As per our conversation of 1-18-01, I
have included a newly executed final page
showing the adoption date.

J Price

**AMENDED
ARTICLES OF INCORPORATION
OF
O'STEEN BROTHERS, INC.**

FILED
01 JAN 19 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLE I. CORPORATE NAME.

The name of this corporation remains:
O'STEEN BROTHERS, INC.

AMENDED ARTICLE II. ADDRESS OF PRINCIPAL OFFICE.

The street address of the principal office of this corporation is:
1006 SE 4TH STREET, GAINESVILLE, FL 32601

and mailing address of the principal office of this corporation is:
1006 SE 4TH STREET, GAINESVILLE, FL 32601

AMENDED ARTICLE III. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

AMENDED ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1000) shares of common stock at ten dollars (\$10.00) par value.

AMENDED ARTICLE V. TERM OF EXISTENCE.

This corporation shall have perpetual existence commencing upon filing of these articles.

AMENDED ARTICLE VI. REGISTERED AGENT AND REGISTERED OFFICE.

The registered agent shall remain the same.

The street address of the Registered Agent, and hence the Registered Office of this Corporation in the State of Florida shall be the principal Place of business of the corporation:

1006 SE 4TH STREET, GAINESVILLE, FL 32615

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

AMENDED ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

NEW ARTICLE XI. BYLAWS.

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

NEW ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK.

Shares held by any shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to the Corporation. The price and terms of which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

NEW ARTICLE XIII. STOCK ENDORSEMENT.

Each share of stock issued subject to these bylaws shall be endorsed as follows:

"Transfer, pledge, hypothecation, sale, assignment, gift or other disposition of this stock is restricted by a stockholder's agreement, a copy of which is on file at the office of the corporation."

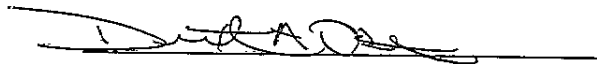
NEW ARTICLE XIV. INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

These amendments were presented to and voted for approval by the shareholders of the corporation. The number of votes cast were sufficient for passage of these amended Articles.

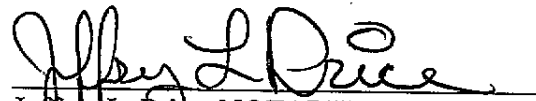
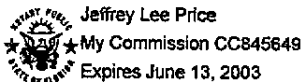
IN WITNESS WHEREOF, the undersigned, as President, has executed the foregoing Amended Articles of Incorporation on the 28th day of December, 2000.

All articles are to take effect and are adopted as of December 28, 2000.



STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 28th day of December, 2000, by William B. O'Steen, who is personally known to me.


Jeffrey L. Price, NOTARY PUBLIC
Commission No.: CC845649
Commission Expires: 06/13/2003

THIS DOCUMENT PREPARED BY:

Jeffrey L. Price, Esquire
PETER A. ROBERTSON & ASSOCIATES, P.A.
5216 SW 91 Drive
Gainesville, FL 32608
352/373-9031