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STUART M. SLUTSKY, P.A.
STUART M. SLUTSKY, C.P.A., M.B.A.
ATTORNEY AT LAW

August 24, 1998

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

800002625148--0
-08/26/98-01027-030
*****87.50 *****87.50

RE: Amendment to Articles of Incorporation of Austin Tupler Trucking, Inc.

Dear Sir/Madam:

Enclosed please find the following:

- 1) Original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of the above captioned corporation.
- 2) A check in the amount of \$87.50 made payable to your order, representing the following fees:

Filing Fee	\$35.00
Certified Copy of Amendment	\$52.50
Total Enclosed	\$87.50

Please return a certified clocked in copy of the Articles of Amendment once registered.

Thank you in advance for your immediate attention to this matter. I remain,

Very truly yours,
STUART M. SLUTSKY, P.A.

BY:


STUART M. SLUTSKY, ESQ.

FILED
98 AUG 26 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TLL AUG 31 1998

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

AUSTIN TUPLER TRUCKING, INC.

FILED
98 AUG 26 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The present name of the corporation is AUSTIN TUPLER TRUCKING, INC..

WHEREAS, the corporation's articles of incorporation were filed with the Division of Corporations in Florida on August 9, 1972;

WHEREAS, the corporation's articles of amendment to articles of incorporation were filed with the Division of Corporations in Florida on April 17, 1997;

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

AMENDMENT

Whereas Article III previously stated:

There shall be two classes of stock that the corporation is authorized to have outstanding:

Class A: The maximum number of shares of Class A stock that the corporation is authorized to have outstanding at any time shall be 10,000 shares at \$.10 Par Value. The Class A shares entitle the holders to receive the net assets of the corporation upon dissolution; to distributions calculated in any manner, including dividends that may be cumulative, noncumulative, or partially cumulative (Also known as non voting stock and preferred shares).

Class B: The maximum number of shares of Class B stock that the corporation is authorized to have outstanding at any time shall be 10,000 shares at \$.01 Par Value. The Class B shares entitle the holders to unlimited voting rights. (Also known as voting stock and common shares).

Article III is hereby amended to read as follows:

There shall be two classes of stock that the corporation is authorized to have outstanding:

Class A: The maximum number of shares of Class A stock that the corporation is authorized to have outstanding at any time shall be 10,000 shares at \$.10 Par Value. The Class A shares entitle the holders to unlimited voting rights. (Also known as voting common stock).

Class B: The maximum number of shares of Class B stock that the corporation is authorized to have outstanding at any time shall be 90,000 shares at \$.10 Par Value. The Class B stock does not entitle the holders to any voting rights. (Also known as non voting common stock).

The Class A and Class B common stock shall be of the same class of equity and each share shall entitle the holders to receive the net assets of the corporation upon dissolution and to distributions calculated in any manner, including dividends that may be cumulative, noncumulative, or partially cumulative.

Implementation: 10,000 shares of Class A non voting preferred stock of Austin Tupler Trucking, Inc. are currently authorized and outstanding at this time. The corporation shall issue one Class A voting common stock share and nine Class B non voting common stock share for each Class A non voting preferred stock share outstanding at this time and subsequently tendered to the corporation. The previously existing Class B voting common stock shall be cancelled.

This amendment was duly adopted by the board of directors on August 19, 1998.

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation this 19 day of August, 1998.


AUSTIN TUPLER
President