

432009

~~Gardner~~ Duager Best &
(Requestor's Name)

Weiner, PA

(Address)

1300 Thomas Wood Dr

(Address)

Dee FL 32308 3850070

(City/State/Zip/Phone #)



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Amend

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 MAY 29 PM 2:53

FILED

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SPERRY & ASSOCIATES, INC.

FILED
03 MAY 29 PM 2:53
TALLAHASSEE, FLORIDA

The undersigned as all the Shareholders and Directors of **Sperry & Associates, Inc.**, a Florida corporation, hereby amend the Articles of Incorporation of this corporation as follows:

The original Articles of **Sperry & Associates, Inc.** which were filed with the Secretary of State on August 6, 1973, amended on April 3, 1984, and amended on February 19, 1996, are hereby further amended as follows:

ARTICLE XI. RESTRICTION ON TRANSFER OF STOCK

In order to protect and provide for the harmonious management of the Corporation, ownership of shares of the stock of the Corporation shall be limited to employees of the Corporation, related companies of the Corporation, and to the Sperry & Associates, Inc. Employee Stock Ownership Plan (hereinafter ESOP) and the transfer to or registration of transfer of shares to any person, corporation or entity other than an employee of the Corporation, a related company of the Corporation, or to the ESOP is hereby prohibited. This provision is intended to comply with Section 409(h)(2) of the Internal Revenue Code of 1986, which specifically authorizes such restrictions of ownership of shares. This provision shall not restrict or prohibit any pledge of said shares of stock of the Corporation made by the ESOP, nor shall it prohibit the ownership of such shares by or transfer to any


financial institution which has made a loan to the ESOP intended to qualify under Section 133 of the Internal Revenue Code of 1986 and has secured said loan by a pledge of such shares of the Corporation.

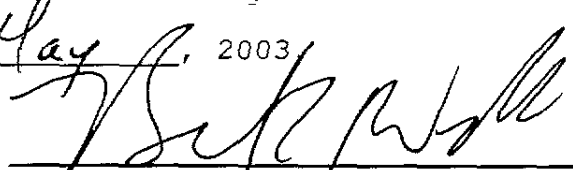
In addition, the Corporation shall have a call option effective as of January 1, 2002, for any employee owning stock in the Corporation pursuant to the ESOP, who terminates their employment after December 31, 2001, such that any employee leaving employment with the Corporation for any reason, must tender their stock and be paid for such stock pursuant to the terms and conditions of the ESOP.

The Amendment was adopted on December 31, 2002, at a Special Meeting of the Directors and Shareholders who directed that the Amendment take effect on the date of filing these Articles of Amendment. The number of votes cast for this amendment by the Shareholders were sufficient for approval.

The undersigned as all the Directors, Shareholders and Officers of the corporation certifies the foregoing is true and correct.

EXECUTED this 23rd day of May, 2003


Tony C. Benton, Director,
Shareholder of Sperry &
Associates, Inc. and
Trustee of the Sperry &
Associates, Inc. ESOP


Bartlett C. Wells, Director,
Shareholder of Sperry &
Associates, Inc. and
Trustee of the Sperry &
Associates, Inc. ESOP