473624

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GRAY|ROBINSON
ATTORNEYS AT LAW

Suite 600
301 South Bronough St. (32301)
Post Office Box 11189
Tallahassee, FL 32302-3189
tel 850-222-7717
tel 850-577-9090
fax 850-222-3494
fax 850-577-3311
gray-robinson.com

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March 21, 2006

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for filing, please find **ARTICLES OF AMENDMENT TO ARTICLES OF ARTICLES OF INCORPORATION,** along with a check in the amount of **$43.75** for the applicable filing fee and a **CERTIFIED COPY** for:

MEMORIAL MOTORS, INC.
Document Number: 473624

Upon receipt, please date stamp the copy of the letter provided and call me at 577-9090 when the document is ready. Thank you for your assistance.

Sincerely,

Karen F. Jusevitch
Paralegal

/kfj
Enclosures

28387 v1

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MEMORIAL MOTORS, INC.

06 MAR 21 PM 3:15
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TALLAHASSEE, FLORIDA

The Articles of Incorporation of Memorial Motors, Inc., a Florida corporation, (Document No. 473624), shall be amended as follows:

Article III of the Articles of Incorporation shall be deleted in its entirety and the following shall be substituted:

ARTICLE III

STOCK

The total number of shares of Stock which may be issued by this corporation shall be 100,000 shares, having a par value of $.01 per share, all of which shall be common stock and shall be fully paid and non-assessable. The consideration to be paid for each share of common stock shall be fixed by the Board of Directors and may be paid in whole or in part by cash or other property, tangible or intangible, or in labor or services performed or to be performed for the corporation.

The foregoing amendment was adopted by the unanimous written consent of the shareholders and directors on March 17, 2006.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed this instrument effective this 17 day of March, 2006.

CHRISTOPHER F. DOHERTY
President