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November 2, 2000

\*BOARD CERTIFIED TAX LAWYER

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Via Federal Express

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: **John T. Lesley, Inc.**  
**Our File No. 28464.99-1444**


Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation of John T. Lesley, Inc.

Please file the Articles, obtain a certified copy and send the confirming certified copy regular mail back to us in the enclosed stamped, self-addressed envelope. I enclose our client's check in the amount of \$52.50 made payable to the Florida Department of State to cover your costs for this service.

Thank you for your prompt attention to this matter. Please do not hesitate to call me if you have any questions.

Sincerely,

  
Robert S. Williams

RSW/jb  
Enclosures  
124882

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-11/03/00-01112--002  
\*\*\*\*\*2.00\*\*\*\*\*43.75

FILED  
NOV -3 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. LEWIS NOV 13 2000

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
JOHN T. LESLEY, INC.**

**FILED**  
00 NOV -3 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1003 of the Florida Business Corporation Act, John T. Lesley, Inc. adopts these Articles of Amendment:

**FIRST:** The name of the corporation is John T. Lesley, Inc.

**SECOND:** Article IV of the corporation's Articles of Incorporation is amended entirely to read as follows:

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is 100,000 shares of common stock having a par value of \$.001 per share and divided into 1,000 shares of Class A common stock and 99,000 shares of Class B common stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefore. All stock when issued shall be fully paid and nonassessable. The Corporation has the right to purchase or otherwise acquire shares of its own capital stock to the extent provided by law, its Bylaws, the Articles of Incorporation, or any agreement duly executed on behalf of the corporation.

The Class A common stock is voting stock and the Class B common stock is non-voting stock. The voting power of this Corporation shall be vested solely in the Class A common stock. Holders of shares of the Class A common stock shall be entitled to one vote for each share of common stock. There shall be no cumulative voting in the election of directors. Other than voting differences, the Class A common stock and the Class B common stock have identical economic rights including dividends and distributions (operating and liquidating) and shall have the same preferences, limitations and relative rights, on a share for share basis.

**THIRD:** The foregoing amendment to Article IV was adopted and approved by the Board of Directors of the corporation by written consent without a meeting on October 31, 2000, and presented to the shareholders of the common stock of the corporation (the only class of shareholders entitled to vote on the proposed amendment) for their consideration, with the recommendation that the shareholders approve the proposed amendment. The shareholders of the common stock of the corporation, which constitutes a sufficient number of votes to approve the amendment, adopted and approved the foregoing amendment to Article IV on October 31, 2000, by written consent without a meeting.

**FOURTH:** The foregoing amendment will become effective when these Articles of Amendment are filed with the Florida Department of State.

EXECUTED: October 31, 2000

ATTEST:

Louisa N. Lesley  
LOUISA N. LESLEY,  
Secretary

JOHN T. LESLEY, INC.

[Signature] (SEAL)  
JOHN T. LESLEY,  
PRESIDENT

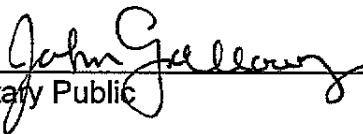
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing document was acknowledged before me this 31 day of October, 2000, by John T. Lesley, as President of John T. Lesley, Inc., a Florida corporation, on behalf of the corporation. He is ☒ personally known to me or ☐ has produced \_\_\_\_\_ as identification.

John Galloway (SEAL)  
Notary Public  
JOHN GALLOWAY  
Notary Public, State of Florida  
Commission No. CC963244  
Expires 10-20-04

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing document was acknowledged before me this 31 day of October, 2000, by Louisa N. Lesley, as Secretary of John T. Lesley, Inc., a Florida corporation, on behalf of the corporation. She ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

 (SEAL)  
Notary Public

My Commission Expires:

123837/28464.99-1444



**JOHN GALLOWAY**  
Notary Public, State of Florida  
Commission No. CC963244  
Expires 10-20-04