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July 24, 2001

Department of State -07/27/01
Division of Corporations *****43.7

P.O. Box 6327

Attention: Amendments

Tallahassee, FL 32399

Re: Customer #6851; TOMOKA ENGINEERING ASSOCIATES, INC.

Dear Sirs:

Enclosed herewith, please find the original and one copy of Certificate of Amendment of Articles of Incorporation of TOMOKA ENGINEERING ASSOCIATES, INC.., together with a check payable to the Secretary of State in the amount of \$43.75, representing the filing fee of \$35.00 and \$8.75 for a certified copy.

I would appreciate it if you would file this amendment as soon as possible and forward us a certified copy.

Sincerely yours,

Edward A. Millis

EAM/tf encls.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF TOMOKA ENGINEERING ASSOCIATES, INC.

O1 JUL 27 NM 9: 11
SECRETARY OF STABLE
TARLANASSEE, FLUIABLE

KNOW ALL MEN BY THESE PRESENTS that the undersigned, as President and Secretary of TOMOKA ENGINEERING ASSOCIATES, INC. hereinafter called the corporation, do hereby certify:

- 1. At a meeting of the Director of the corporation duly called and held on July 24, 2001, a resolution was adopted by the Director declaring the amendment of the Articles of Incorporation hereinafter set forth to be advisable and recommending and proposing said amendment to the shareholder of the corporation.
- 2. A meeting of the shareholder of the corporation was duly called and held on July 24, 2001 and at that meeting the following resolution was unanimously adopted and is now in full force and effect:

WHEREAS, the Director of this corporation, at a meeting duly called and held, declared the following amendment to the Articles of Incorporation of this corporation to be advisable and has proposed said amendment to the shareholder for his approval, and

WHEREAS, such amendment be and is hereby approved by the shareholder of the corporation,

NOW THEREFORE BE IT RESOLVED that the Articles of Incorporation of TOMOKA ENGINEERING ASSOCIATES, INC. be amended in the following respects:

"ARTICLE THIRD

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be one hundred thousand (100,000) shares of common coting stock with a par value of Ten Cents (\$.10) per share. All stock issued shall be fully paid"

IN WITNESS WHEREOF, said corporation has caused the Certificate to be signed in its name by its president and its corporate seal to be hereunto affixed and attested to by its

secretary, this 24 day of July, 2001.

President

Secretary

STATE OF FLORIDA COUNTY OF VOLUSIA

On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, Harold Burroughs, President of TOMOKA ENGINEERING ASSOCIATES, INC., a Florida corporation, who produced a driver's license as identification and who took an oath and acknowledged that he executed the above and foregoing certificate of amendment as such officer for and on behalf of said corporation after having been duly authorized to do so.

Witness my hand and official seal at Ormond Beach, Florida, this 24th day of July, 2001.

Notary Public, State of Florida My commission expires:

EDWARD A. MILLIS
MY COMMISSION # CC 749357
EXPIRES: June 21, 2002
Bonded Thru Notary Public Underwriters