

12-21-2005 04:38PM

FROM-GRAY ROBINSON

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557842

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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**CARTER, BELCOURT & ATKINSON, P.A.**

Certificate of Status	0
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ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
CARTER, BELCOURT & ATKINSON, P.A.

05 DEC 21 AM 10:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, CARTER, BELCOURT & ATKINSON, P.A., a Florida professional service corporation (Charter Number 557842), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

A. The name of the corporation is CARTER, BELCOURT & ATKINSON, P.A..

B. The text of the amendment to the Articles of Incorporation is as follows:

Article IV of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 14,000 shares of stock, divided into Class A Voting Common Stock and Class B Non-Voting Common Stock. The Class A Voting Common Stock shall consist of 7,000 shares having a par value of \$1.00 per share and the Class B Non-Voting Common Stock shall consist of 7,000 shares having a par value of \$1.00 per share.

The Class A Voting Common Stock and the Class B Non-Voting Common Stock shall each have the same preferences, limitations and relative rights with the sole exception that only shares of the Class A Voting Common Stock shall have voting

rights and no shares of the Class B Non-Voting Common Stock shall have voting rights. All shares of the Class B Non-Voting Common Stock shall be plainly stamped "Non-Voting". The holders of the shares of the Class B Non-Voting Common Stock shall not be entitled to notice of any meetings of shareholders and shall not be entitled to vote upon any matter whatsoever which may be presented and decided upon at any meeting of the shareholders. However, the record holders of shares of the Class B Non-Voting Common Stock shall be entitled to participate share for share with the record holders of shares of the Class A Voting Common Stock in any dividends or distributions in liquidation which may hereafter be declared and paid or otherwise made by the corporation."

EXISTING AUTHORIZED STOCK

The corporation is presently authorized to issue 7,000 shares of common stock having a par value of \$1.00 per share (the "Existing Authorized Stock"). As a result of the foregoing amendment to the Articles of Incorporation, each issued and outstanding share of the Existing Authorized Stock will be exchanged for one (1) share of the Class A Voting Common Stock, with all unissued shares of the Existing Authorized Stock to be cancelled.

The foregoing amendment to the Articles of Incorporation of the corporation was adopted by the unanimous written consent of all of the Shareholders and all members of Board of Directors of the corporation effective as of December 21, 2005.

IN WITNESS WHEREOF, the undersigned, being the President and the Secretary of the Corporation, have executed these Articles of Amendment this 21 day of December, 2005.

Deborah P. Garringer  
DEBORAH P. GARRINGER, President  
J. Edward Grossman  
J. EDWARD GROSSMAN, Secretary

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing Articles of Amendment were acknowledged before me this 21 day of December, 2005, by Deborah L. Garringer and J. Edward Grossman, being the President and Secretary, respectively, of CARTER, BELCOURT & ATKINSON, P.A., a Florida professional service corporation, on behalf of said corporation.

Cynthia A. Caldaroni  
NOTARY PUBLIC,  
State of Florida  
Cynthia A. Caldaroni  
(Printed Name)  
My commission expires: 12-7-06

(AFFIX NOTARY SEAL)

