

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

567705

FILING COVER SHEET  
ACCT. #FCA-14

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CONTACT: CINDY HICKS

DATE:

08-25-00

REF. #:

0150.12869

Amend

CORP. NAME:

David Plummer & Associates, Inc

- ARTICLES OF INCORPORATION
- ANNUAL REPORT
- FOREIGN QUALIFICATION
- REINSTATEMENT
- CERTIFICATE OF CANCELLATION
- OTHER:

- ARTICLES OF AMENDMENT
- TRADEMARK/SERVICE MARK
- LIMITED PARTNERSHIP
- MERGER
- UCC-1

- ARTICLES OF DISSOLUTION
- FICTITIOUS NAME
- LIMITED LIABILITY
- WITHDRAWAL
- UCC-3

RECEIVED  
TALLAHASSEE, FLORIDA

00 AUG 25 PM 1:22

FILED

STATE FEES PREPAID WITH CHECK# 8672 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- CERTIFICATE OF STATUS

PLAIN STAMPED COPY

Examiner's Initials

u

RECEIVED  
00 AUG 25 AM 9:48  
DIVISION OF CORPORATION

DP  
8/25/00

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
DAVID PLUMMER & ASSOCIATES, INC.**

FILED  
00 AUG 25 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is DAVID PLUMMER & ASSOCIATES, INC.
2. Article III of the Articles of Incorporation is deleted and replaced by new Article III, as follows:

**“ARTICLE III  
“CAPITAL STOCK**

“The aggregate number of shares that the corporation is authorized to issue is five hundred thousand (500,000) shares of common stock with a par value of One Cent (\$0.01) per share.”

3. Each share of the issued and outstanding Class A common stock of the Corporation in existence immediately prior to the foregoing amendment, shall be divided and reclassified into three hundred shares of common stock, and each share of the issued and outstanding Class B common stock of the Corporation in existence immediately prior to the foregoing amendment, shall be divided and reclassified into three hundred shares of common stock, without any action on the part of the holders thereof, on the terms and subject to the conditions set forth in the Plan of Recapitalization attached hereto as Exhibit A.

4. The above and foregoing was adopted by the written consent of all of the shareholders and all of the members of the Board of Directors of the Corporation effective as of January 1, 1999, pursuant to Sections 607.0704 and 607.0821 of the Act.

**IN WITNESS WHEREOF**, the undersigned officer of the Corporation has executed these Articles of Amendment, effective as of January 1, 1999.

DAVID PLUMMER & ASSOCIATES, INC.

By: 

David S. Plummer, President

## EXHIBIT A

### PLAN OF RECAPITALIZATION

THIS PLAN OF RECAPITALIZATION is adopted by the Board of Directors of DAVID PLUMMER & ASSOCIATES, INC. (the "Corporation") effective as of January 1, 1999.

#### ARTICLE 1

##### Present Capitalization

The authorized capital stock of the Corporation is Six Thousand (6,000) shares of Class A common stock, \$0.01 par value per share (the "Class A Stock"), of which Five Hundred (500) shares are issued, fully paid and outstanding, and Thirty (30) shares of Class B common stock, \$0.01 par value per share (the "Class B Stock"), of which Thirty (30) shares are issued, fully paid and outstanding. The Class A Stock and the Class B Stock are referred to together sometimes hereinbelow as the "Pre-Recap Stock."

#### ARTICLE 2

##### Proposed Plan Of Recapitalization

##### **2.1. Recapitalization.**

(a) Subject to the terms and conditions set forth in this Plan of Recapitalization (the "Plan"), at the Effective Time (as such term is defined in Section 2.1(b) hereof), each share of Pre-Recap Stock will be divided and reclassified (the "Split") in the manner set forth in Section 2.2 hereof.

(b) The Split shall become effective as of January 1, 1999, the effective date of the Articles of Amendment to the Articles of Incorporation of the Corporation, to which this Plan of Recapitalization is attached as an exhibit (the "Articles of Amendment") with the Secretary of State of the State of Florida in accordance with Section 607.1006 of the Florida Business Corporation Act (the "Act"). The date and time when the Split shall become effective is referred to herein as the "Effective Time".

**2.2. Division and Reclassification of Stock.** Upon the filing of the Articles of Amendment, the authorized capital stock of the Corporation shall be Five Hundred Thousand (500,000) shares of a single class of common stock (the "Common Stock"). At the Effective Time, each authorized, issued and outstanding share of Class A Stock shall be divided and changed into Three Hundred (300) fully paid and nonassessable shares of Common Stock, and each authorized, issued and outstanding share of Class B Stock shall be divided and changed into Three Hundred (300) fully paid and nonassessable shares of Common Stock. There shall be no

difference between the Common Stock issued to the holders of the former Class A Stock and the Common Stock issued to the holders of the former Class B Stock.

2.3. **The Exchange.** Upon the surrender to the Corporation of a certificate or certificates formally representing shares of the Class A Stock, the holder of such certificate or certificates shall be entitled to receive a certificate or certificates representing Three Hundred (300) shares of Common Stock for each share of Class A Stock represented by the certificate or certificates so surrendered, in accordance with Section 2.2 hereof. Upon the surrender to the Corporation of a certificate or certificates formally representing shares of the Class B Stock, the holder of such certificate or certificates shall be entitled to receive a certificate or certificates representing Three Hundred (300) shares of Common Stock for each share of Class B Stock represented by the certificate or certificates so surrendered, in accordance with Section 2.2 hereof.

2.4. **Articles of Incorporation of the Corporation.** The Articles of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be amended at the Effective Time in the manner set forth in the Articles of Amendment, and as so amended, shall be the Articles of Incorporation of the Corporation until thereafter amended as provided therein and in accordance with the Act.

2.5. **Bylaws of the Corporation.** The Bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall continue to be the Bylaws of the Corporation until thereafter amended as provided therein and in accordance with the Articles of Incorporation of the Corporation or the Act.

### ARTICLE 3

#### **Conditions Precedent**

3.1. **Conditions Precedent to Consummation of the Split.** The consummation of the transactions contemplated by this Plan (collectively, the "**Recapitalization**") is subject to the satisfaction or waiver (subject to applicable law) of each of the following conditions:

(a) **Approval of the Plan.** The approval of this Plan and all actions contemplated by this Plan that require the approval of the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(b) **Approval of the Articles.** The approval of the Articles of Amendment by the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(c) **Litigation.** No action, proceeding or investigation shall have been instituted or threatened, on or prior to the Effective Time, before any court or administrative body, to restrain, enjoin or otherwise prevent the consummation of this Plan or the transactions

contemplated hereby or to recover any damages or obtain other relief as a result of this Plan, and no restraining order or injunction issued by any court of competent jurisdiction shall be in effect prohibiting the consummation of this Plan.

**IN WITNESS WHEREOF**, the Corporation, pursuant to authority duly given by its Board of Directors, has caused this Plan to be duly executed by its President and its corporate seal to be affixed hereto and attested by its Secretary.

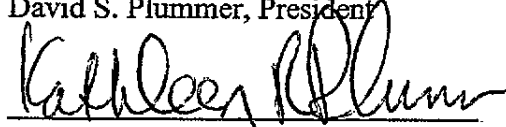
DAVID PLUMMER & ASSOCIATES,  
INC.

By:



David S. Plummer, President

Attest:



Kathleen R. Plummer, Secretary