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**Hayes & Lindell, P.A.**

Attorneys and Counselors at Law  
Suite 620, Blackstone Building  
233 East Bay Street  
Jacksonville, Florida 32202-3447

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN -2 AM 9:12

**J. Michael Lindell**

*Board Certified by the Florida Bar in:  
Civil Trial and Business Litigation Law*

**Dennis E. Hayes**

*Admitted to Florida and Georgia Bars*

Telephone  
(904) 353-5000  
Telecopier  
(904) 633-9561

HAYLIND@BellSouth.net

**Lee G. Kellison**

*Also Licensed as CPA*

December 29, 2000

VIA FEDERAL EXPRESS  
Secretary of State  
Division of Corporations  
Amendment Section  
650 Apalachee Parkway  
Tallahassee FL 32301

Re: Priede-Sedgwick, Inc.

Dear Sir or Madam:

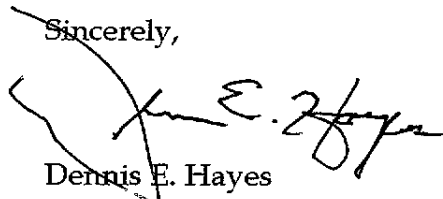
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\*\*\*\*\*87.50 \*\*\*\*\*52.50

Enclosed you will find an original and one copy of the Articles of Amendment to Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$87.50 to cover your charges as follows:

Filing Fee for	\$ 35.00
Certified Copy of the	
Articles of Amendment to	
Articles of Incorporation	<u>52.50</u>
Total	\$ 87.50

Please file the copies of the Articles of Amendment, certify the originals and return the certified originals to me. If you need any additional information in connection with this matter, please give me a call.

Sincerely,

  
Dennis E. Hayes

DEH/sm  
Enclosures

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Amend & N/C

V SHEPARD JAN 10 2001

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
PRIEDE-SEDGWICK, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN -2 AM 9:12

1. Article I entitled "Name" of the Articles of Incorporation of Priede-Sedgwick, Inc.  
(the "Corporation") is hereby amended to read as follows:

"ARTICLE I

NAME

The name of this corporation is Sedgwick Associates, Inc."

2. Article VI of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director effective as of January 1, 2001. The number of directors may be increased or diminished from time to time by amendment to the By-Laws, but shall never be less than one".

3. Article III, Section 2 of the By-Laws of the Corporation is hereby amended to read as follows:

"SECTION 2. NUMBER OF DIRECTORS:

The Company shall have one (1) director effective as of January 1, 2001 which number may be increased or decreased only by amendment to these By-Laws duly adopted by the shareholders of the Company".

4. The foregoing amendments were adopted by the directors and shareholders of the Corporation effective as of January 1, 2001, by execution of a Written Statement manifesting their intention that the foregoing amendment to the Articles of Incorporation be adopted.

5. The foregoing amendments shall become effective on January 1, 2001.

IN WITNESS WHEREOF, the undersigned President and Secretary of said corporation have executed these Articles of Amendment this 27th day of December, 2000.

PRIEDE-SEDGWICK, INC.

By Nilo Priede  
Its: President

Attest Stephen R. Sedgwick  
Its: Secretary

[Corporate Seal]

STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Nilo Priede and Stephen R. Sedgwick, ~~X~~ well known to me or ( ) who have presented their drivers licenses or other type of identification (\_\_\_\_\_ and \_\_\_\_\_), as the President and Secretary, respectively of Priede-Sedgwick, Inc., the Florida corporation in whose name the foregoing instrument was executed, and that they severally acknowledge executing the same as such officers of said corporation freely and voluntarily under the authority duly vested in them by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the State and County aforesaid this 27th day of December, 2000.

Shelley Gill Cain  
Notary Public, State of Florida  
Printed: Shelley Gill Cain  
My Commission Expires: 6-22-2004

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Shelley Gill Cain  
MY COMMISSION # CC941845 EXPIRES  
June 22, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.