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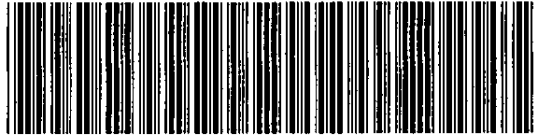
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TALLAHASSEE, FLORIDA

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# G. RANDY JAMES

## ATTORNEY AT LAW

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March 1, 2010

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Amendment to Articles of Incorporation

Dear Sir or Madam:

Please find enclosed the Articles of Amendment to the Articles of Incorporation for James Groves and Ranch, Inc. together with a check for \$35.00 payable to the Florida Department of State.

Please return notice of filing to the address below and please feel free to contact me with any questions that you might have.

The James Law Group  
4230 S. MacDill Ave. Suite K  
Tampa, FL 33611

Thank you for your attention to this matter.

Very Truly Yours:

  
G. Randy James, Esq.

Enc's  
GRJ/tim

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

JAMES GROVES AND RANCH, INC.  
For-Profit Corporation  
Document Number: 587892

WHEREAS, the Articles of Incorporation of James Groves and Ranch, Inc.(the "Corporation") were filed with and approved by the Secretary of State of Florida on the 1<sup>st</sup> day of October, 1978;

WHEREAS, the Articles of Incorporation of the Corporation were amended by the Corporation's Shareholders and Directors in a filing approved by the Secretary of State of Florida on April 9, 1980;

WHEREAS, the Articles of Incorporation of the Corporation were further amended as a result of the merger of certain other Florida entities and the Corporation in a filing approved by the Secretary of State of Florida on September 29, 1994,

WHEREAS, the proposed amendments to the Articles of Incorporation of the Corporation hereinafter set forth were approved by all of the directors and all of the stockholders of the Corporation in meetings respectively held pursuant to Florida Statutes, Section 607.1006 on the 15<sup>th</sup> day of October, 2009.

NOW THEREFORE, the Articles of Incorporation of James Groves and Ranch, Inc. are hereby amended by deleting in its entirety the present Article V and by substituting therefore the language below, and by adding a new Article X, to-wit:

“Article V”

Capital Stock

- (a) The total number of shares of capital stock authorized to be issued by the Corporation shall be One Hundred(100) share of Class A common capital stock having a par value of \$1.00 per share and Five Thousand(5,000) shares of Class B common capital stock having a par value of \$1.00 per share. Each of the said shares of Class A common stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The holders of Class B common capital stock shall have no voting rights. Each share of Class A common capital stock and Class B common capital stock shall participate equally with every other share of stock in all dividends and distributions paid by the Corporation and in the assets of the Corporation upon its liquidation or dissolution.
- (b) The holders of all stock in the Corporation shall be issued shares of Class A common stock and Class B common stock in direct proportion to their Corporation stock ownership in existence on the date of the adoption of this Amendment. Thereafter, all or any part of said capital stock may be paid for in cash, in property, or in labor or services actually performed for the Corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.
- (c) In the election of directors of the Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE X

“Sale of Corporation Assets”

No sale of Corporation real property assets shall be valid unless all provisions contained within that certain Agreement of the stockholders of the Corporation dated contemporaneously herewith are complied with.

IN WITNESS WHEREOF, these Amendments to the Articles of Incorporation are hereby executed on behalf of James Groves and Ranch, Inc. by its President and Secretary this 1st day of March, 2010.

Signature Virginia D. James  
Ms. Virginia James  
President and Secretary, James Groves and Ranch, Inc.