

693315

Jeffery T. Kipi, P.A.



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April 22, 1997

Florida Department of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-04/28/97--01110--016
*****35.00 *****35.00

Re: Kershaw's Mower & Equipment

Dear Sir:

Enclosed for filing please find original executed Articles of Amendment for the above referenced corporation. We are enclosing our check in the amount of \$35.00 to cover the filing fee.

If you have any questions concerning this matter please do not hesitate to contact me.

Sincerely,

Jeffery T. Kipi

JTK:ao

Enlosure

SH 5/6
Amend.

FILED
97 MAY -6 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 2, 1997

Jeffery T. Kipi, P.A.
1759 W. Broadway St.
Suite 8
Oviedo, FL 32765

SUBJECT: KERSHAW'S MOWER & EQUIPMENT, INC.
Ref. Number: 693315

We have received your document for KERSHAW'S MOWER & EQUIPMENT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 597A00023171

**ARTICLES OF AMENDMENT
FOR
KERSHAW'S MOWER & EQUIPMENT, INC.**

The undersigned, being the Secretary of the above referenced corporation, for the purpose of amending the Articles of Incorporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Amendment to the Articles of Incorporation, as follows:

**ARTICLE IV
CAPITAL STOCK**

1. Number and Class of Shares Authorized Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Value Per Share	Class of Stock
100,000	\$ 1.00	Class A Common
100,000	\$1.00	Class B Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

2. Voting Rights.

The Class A Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Class B Common Stock shall have no cumulative voting rights in any election of directors of the Corporation or any other matters unless specifically required by law. In all other respects, there shall be no difference or distinction in the rights and benefits between the classes of Common Stock.

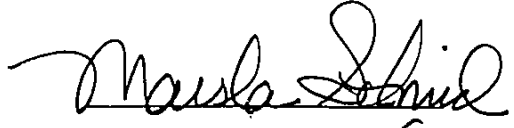
3. Preemptive Rights.

Each shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price it is offered to others or any other price.

This Amendment was adopted by the Board of Directors of the Corporation on February 5, 1997, after being presented to the Shareholders and having been approved by a majority vote of the shareholders entitled to vote. Said vote being sufficient for approval.

FILED
97 MAY -6 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, being the Secretary hereinbefore named, for the purpose of amending the Articles of Incorporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby make(s) and file(s) this Amendment to the Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 27th day of March, 1997.


MARSHA W. SCHMID

STATE OF FLORIDA

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) ss:

COUNTY OF SEMINOLE

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BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Marsha Schmid known to me and known by me to be the person who executed the foregoing Amendment to the Articles of Incorporation, and, after presenting identification in the form of a valid Florida driver's license, acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this day of March 27, 1997.


NOTARY PUBLIC
My commission expires: