

SHEAR, NEWMAN, HAHN & ROSENKRANZ  
PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

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F07132

December 22, 1998

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-12/24/98--01100--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Division of Corporations  
Secretary of State of Florida  
Post Office Box 6327  
Tallahassee, FL 32314

Certified Mail - Return Receipt  
No. Z 034 529 896

Re: Certificate of Second Amendment to Articles of Incorporation of Shear, Newman, Hahn  
& Rosenkranz, P.A.  
Our File: 9116-9116

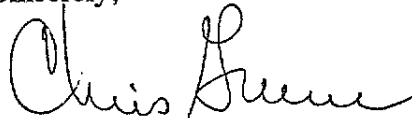
Ladies and Gentlemen:

Enclosed is the original Certificate of Second Amendment to Articles of Incorporation of Shear, Newman, Hahn & Rosenkranz, P.A., together with a copy thereof, for filing with the Division Records. Also enclosed is our check in the amount of \$35.00 representing the fee for filing the Amendment.

Please stamp the enclosed copy of the "Certificate" as filed and return the same to us in the enclosed postage prepaid, self-addressed return envelope.

Your assistance in this regard is greatly appreciated and should you have any questions, please call us collect.

Sincerely,



Christine L. Greene  
Legal Assistant

CLG:bc:[0410043.WP]

Enclosures

cc: Jeffrey Drew Butt, Esquire (w/o enc.)

Amend  
TLL JAN  
98 DEC 24 AM 11:17  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NAPLES OFFICE:

AM SOUTH BUILDING, 4851 TAMiami TRAIL NORTH, SUITE 402, NAPLES, FLORIDA 34103 TEL: (941) 430-1120 FAX: (941) 430-1121 FROM FT. MYERS (941) 278-5154

**CERTIFICATE OF SECOND  
AMENDMENT TO ARTICLES OF INCORPORATION OF  
SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A.**

98 DEC 24 AM 11:17  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A. (the "Corporation"), a corporation organized and existing under and by virtue of Chapters 607 and 621, Florida Statutes, does hereby certify as follows:

**FIRST:** Article IV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following is inserted in its place and stead as of January 1, 1998:

**"ARTICLE IV  
CAPITAL STOCK**

The aggregate number of shares of stock that the Corporation has authority to issue is seven thousand five hundred (7,500) shares. These shares consist of one thousand (1,000) shares of Class A Voting Common Stock, all with one dollar (\$1) par value, and six thousand five hundred (6,500) shares of Class B Nonvoting Common Stock, all with one dollar (\$1) par value. The shares of the Class A Voting Common Stock each entitle their holder or holders to one (1) vote in the election of directors and on all other matters that come before the shareholders of the Corporation, and are all of the same class and the same series. The shares of Class B Nonvoting Common Stock give no voting rights to their holders, and are all of the same class and the same series. Except for the voting or nonvoting characteristics, the shares of Class A Voting Common Stock and the shares of Class B Nonvoting Common Stock all have equal rights and preferences in all matters (except as the Shareholders of the Corporation may agree in any Shareholders' Agreement), and have no redemptive rights and no conversion rights. Shares of the Corporation's stock and certificates therefor shall be issued only to attorneys at law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. The Board of Directors shall have the power to restrict the transfer of stock by shareholders."

**SECOND:** The following Resolution to split the common stock of the Corporation into two classes was unanimously adopted by the Shareholders of the Corporation pursuant to an Action by Unanimous Consent of the Corporation, dated August 14, 1998, but effective as of January 1, 1998:

WHEREAS, in the judgment of the Board of Directors of the Corporation, it is deemed desirable and advisable to split the common stock of the Corporation into two classes; and

WHEREAS, the Board of Directors of the Corporation has adopted a Resolution setting forth the proposed amendment and directing that it be submitted to a vote of the Shareholders of the Corporation by Action By Unanimous Consent of the Shareholders of the Corporation, as prescribed by law;

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of the Corporation, filed with the Secretary of State of the State of Florida on November 26, 1980, and effective December 1, 1980, be now amended effective January 1, 1998, as follows:

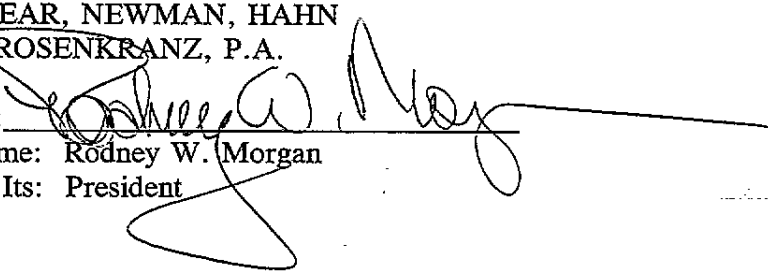
"Article IV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following is inserted in its place and stead:

#### ARTICLE IV CAPITAL STOCK

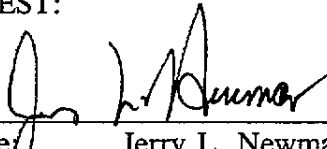
The aggregate number of shares of stock that the Corporation has authority to issue is seven thousand five hundred (7,500) shares. These shares consist of one thousand (1,000) share of Class A Voting Common Stock, all with one dollar (\$1) par value, and six thousand five hundred (6,500) shares of Class B Nonvoting Common Stock, all with one dollar (\$1) par value. The shares of the Class A Voting Common Stock each entitle their holder or holders to one (1) vote in the election of directors and on all other matters that come before the shareholders of the Corporation, and are all of the same class and the same series. The shares of Class B Nonvoting Common Stock give no voting rights to their holders, and are all of the same class and the same series. Except for the voting or nonvoting characteristics, the shares of Class A Voting Common Stock and the shares of Class B Nonvoting Common Stock all have equal rights and preferences in all matters (except as the Shareholders of the Corporation may agree in any Shareholders' Agreement), and have no redemptive rights and no conversion rights. Shares of the Corporation's stock and certificates therefor shall be issued only to attorneys at law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. The Board of Directors shall have the power to restrict the transfer of stock by shareholders."

DATED this 14 day of August, 1998, but effective as of January 1, 1998.

SHEAR, NEWMAN, HAHN  
& ROSENKRANZ, P.A.

By:   
Name: Rodney W. Morgan  
As Its: President

ATTEST:

By:   
Name: Jerry L. Newman  
As Its: Secretary