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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 200447 4307842

AUTHORIZATION :

Patricia Puyitt

COST LIMIT : \$ 87.50

ORDER DATE : December 24, 1996

ORDER TIME : 9:05 AM

ORDER NO. : 200447-005

100002037141--4

CUSTOMER NO: 4307842

CUSTOMER: Michael E. Goodbread, Jr., Esq
Martin Ade Birchfield &
3000 Independent Square
Post Office Box 59
Jacksonville, FL 32201

DOMESTIC AMENDMENT FILING

NAME: HOWTON & ASSOCIATES, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED
96 DEC 24 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 24 AM 9:26
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HOWTON & ASSOCIATES, INC.**

FILED
96 DEC 24 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Howton & Associates, Inc.
2. Article III of the Articles of Incorporation of Howton & Associates, Inc., a Florida corporation, is hereby amended in its entirety to read as follows:


**"ARTICLE III
CAPITAL STOCK**

The corporation is authorized to issue one hundred (100) shares of voting common stock with a par value of one dollar (\$1.00) per share (the "Voting Common Shares"), and four hundred (400) shares of non-voting common stock with a par value of one dollar (\$1.00) per share (the "Non-Voting Common Shares"). The Non-Voting Common Shares shall be distinguished from the Voting Common Shares only in that the Non-Voting Common Shares shall have no voting privileges or power. In all other instances, the Non-Voting Common Shares shall have the same rights, privileges and power as the Voting Common Shares. Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation."

3. The following amendment was unanimously adopted by written consent of the sole shareholder and sole director of the corporation as of December 23, 1996, pursuant to section 607.1003, Florida Statutes (1995). The holders of the common shares of the corporation, the only class of shares of the corporation, constitute the only voting group entitled to vote on the amendment.
4. The foregoing amendment shall become effective upon filing with the Secretary of State of the state of Florida.

IN WITNESS WHEREOF, the undersigned officer of the aforesaid corporation has
executed these Articles of Amendment this 27 day of December, 1996.

HOWTON & ASSOCIATES, INC.

By 
Hugh K. Howton
Its President