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Admitted in Florida (No. 777943) and Ohio (No. 0018510)

May 1, 2000

Secretary of State State of Florida 409 East Gaines Street Tallahassee, Florida 32399

Dear Sir:

Enclosed are Articles of Amendment for Horton Enterprises, Inc. as well as a check made payable to the Secretary of State, in the amount of \$43.75 to cover the cost of filing these Articles of Amendment and securing a certified copy of the Amendment. Please return the certified copy to me in the enclosed, self-addressed Priority Mail envelope. Please call if you have any questions.

Thank you for your cooperation in this matter.

Sincerely,

cc: Curtis Horton, President

Horton Enterprises, Inc.

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ARTICLES OF AMENDMENT OF HORTON ENTERPRISES, INC.

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

I. Article VI is hereby amended to read as follows:

ARTICLE VI

The Board of Directors shall consist of from one to eight members.

II. Article X is hereby amended to read as follows:

ARTICLE X

The shareholders of the common stock of the Corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the stockholders of the common stock of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding common stock of the Corporation by any of its shareholders or disposition of said shares in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation; Provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell, transfer or otherwise dispose of his shares except in accordance with the provisions of these Articles of Incorporation and the By-Laws adopted by the Shareholders as specified in this section.

- II. The foregoing amendments were adopted on April 28, 2000.
- III. One Hundred Percent of the Issued and Outstanding Shares of Stock were voted in favor or the amendment at a Shareholders meeting held April 28, 2000 which was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment, this day of May, 2000.

Secretary

Curtis Horton

Approyed:

Curtis Horton, President

TIFFANY A. WILLIAMSON
Notary Public, State of Florida
Commission No. CC 867101
My Commission Expires 8/29/03

State of Florida).
)SS
County of Duval)

Notary Public State of Florida

My commission expires: 8/29/03

My Commission number is: CC 867101