LAW OFFICES

DULMER & TRACY

CHARTERED

JOHN J. DULNER, JR. DENNIS J. TRACY

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-10/20/97--01117--009 *****35.00 *****35.00

October 15, 1997

Corporate Records Bureau Division of Corporations Secretary of State P.O. Box 6327 Tallahassee, Florida 32301

Re: G.M. PHILLIPS & COMPANY

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Amendment in connection with the above referenced matter. In addition, please find our check in the amount of \$35.00 representing filing fees with regard to same. Kindly return the filed copy of the Articles to this office in the envelope provided herein for your convenience.

Should you have any questions, please feel free to contact the undersigned. Thank you for your kind courtesies and prompt attention to this matter.

Very truly yours,

DULMER & TRACY, CHARTERED

DULMER.

JJD/ kmd Enc.

229 Pensacola Road, Venice, Flórida 34285

ARTICLES OF AMENDMENT

FOR

G.M. PHILLIPS & COMPANY

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

Article I is hereby amended to read as follows:

ARTICLE I

NAME

The name of this corporation is GMPCO, INC.

- 2. The foregoing amendment was adopted on October 1, 1997.
- 3. The amendment was adopted by unanimous vote of the Board of Directors and Shareholders.
- 4. The following voting groups were entitled to vote separately on the amendment and the number of votes casted for the amendment by each voting group was as follows:

VOTING GROUP

NUMBER OF AFFIRMATIVE VOTES

Gerald M. Phillips

500 Shares

The number of votes casted for the amendment by each voting group was sufficient for approval by the voting group.

IN WITNESS WHEREOF, We, the undersigned have executed the extension of Amendment, this 1st day of October, 1997.

GERALD M. PHILLIPS

President

Keen A. Davil

STATE OF FLORIDA COUNTY OF SARASOTA:

The foregoing instrument was acknowledged before me this day of October, 1997, by GERALD M. PHILLIPS, [] who is personally known to me or [] who has produced as identification and who did take an oath.

Notary Publi Typed Name_

My Commission Expires:

Bonded by ANB 800-852-5878

JOHN J DULMER JR My Commission CC429921 Expires Feb 11 1999