

H29874

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COR AMND/RESTATE/CORRECT OR O/D RESIGN**FORNEY ENGINEERING, INC.**

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Amend/CC/CCIS (10.10.06.04)

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October 6, 2006

FLORIDA DEPARTMENT OF STATE
Division of CorporationsFORNEY ENGINEERING, INC.
5213 FOURTH AVENUE CIRCLE EAST
BRADENTON, FL 34208USSUBJECT: FORNEY ENGINEERING, INC.
REF: H29874

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

IF YOU WISH TO INCLUDE AN EFFECTIVE DATE AS WELL, PLEASE INCLUDE THAT DATE WITHIN THE AMENDMENT.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FORNEY ENGINEERING, INC.

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ARTICLE I

The name of the Corporation is Forney Engineering, Inc. (the "Corporation").

ARTICLE II

Article III of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following new Article III:

"The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be five hundred thousand (500,000) shares of common stock."

ARTICLE III

Article VII of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following new Article VII:

"This corporation shall have 3 directors initially. The number of directors of this corporation may be increased or decreased from time to time in accordance with the bylaws of this corporation, but the number of directors shall never be less than 1 nor more than 5.

All voting by the members of the Board of Directors shall be weighted in proportion to the number of shares of common stock owned by each director in such a manner that each vote of a board member shall be based upon the number of shares owned by such board member."

ARTICLE IV

A new Article XII is hereby added to the Articles of Incorporation of the Corporation as follows:

"ARTICLE XII
INDEMNIFICATION

To the fullest extent permitted by Chapter 607 of the Florida Statutes (the "Statutes"), as the same may be from time to time amended, but subject to all restrictions set forth therein, the corporation shall indemnify, hold harmless, and

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(((H06000245249 3)))

advance expenses to, as defined in the statutes, any person, his or her heirs, personal representative, executor, administrator or guardian who was or is a party to any proceeding, as defined in the Statutes, by reason of the fact that he or she is or was a Director or officer of the corporation, against liability as defined in the Statutes, expenses as defined in the Statutes and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof. This indemnification article shall specifically not apply to persons or entities who are or were employees or agents of the corporation, but who are not or were not Directors or officers of the corporation. To be reimbursed, the Director or officer must submit a request for reimbursement to the Corporation within 60 days of incurring liability for the amount. The Corporation shall make reimbursement within 10 days of receiving the reimbursement request."

ARTICLE V

The foregoing amendments were approved and ratified by a unanimous vote of the Shareholders on September 28th, 2006, at which meeting a quorum was present in accordance with Section 607.1003 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Articles of Amendment in accordance with Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment effective the 28 day of September, 2006.

FORNEY ENGINEERING, INC., a Florida
corporation

By: 
Ronald M. Forney, President