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Division of Corporations

FAX NO.

H32870

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Florida Department of State
Division of Corporations
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BASIC AMENDMENT

THE SCOTT PARTNERSHIP ARCHITECTURE INCORPORATED

DIVISION OF CORPORATIONS

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Amendment
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

January 3, 2003

THE SCOTT PARTNERSHIP ARCHITECTURE INCORPORATED
423 S KELLER ROAD
SUITE 200
ORLANDO, FL 32810US

SUBJECT: THE SCOTT PARTNERSHIP ARCHITECTURE INCORPORATED
REF: H32870

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**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
THE SCOTT PARTNERSHIP ARCHITECTURE INCORPORATED**

The undersigned, the President of THE SCOTT PARTNERSHIP ARCHITECTURE INCORPORATED (the "Corporation"), desiring to amend the Articles of Incorporation of the Corporation pursuant to Section 607.1006 of the Florida Business Corporation Act, states as follows:

WHEREAS, the name of the Corporation is THE SCOTT PARTNERSHIP ARCHITECTURE INCORPORATED.

WHEREAS, the Articles of Incorporation of The Scott Partnership Architecture Incorporated (the "Corporation") were filed with the Secretary of State of Florida on December 6, 1984.

WHEREAS, it is the intention of the Sole Director and Sole Shareholder of the Corporation that the Articles of Incorporation of the Corporation be amended to authorize voting and non-voting shares, effective the date this Amendment is filed with the Secretary of State of Florida, in accordance with the proposed amendment hereinafter set forth;

WHEREAS, the proposed amendment to the Articles of Incorporation of the Corporation as hereinafter set forth was approved by written consent of the Sole Director and Sole Shareholder, pursuant to the provisions of Section 607.1006, 607.0821, and 607.0704 of the Florida Business Corporation Act on the 23rd day of December, 2002.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended effective the date this Amendment is filed with the Secretary of State of Florida, by deleting in its entirety Article IV - Capital Stock and substituting therefor the following:

The total number of share of capital stock authorized to be issued by the Corporation shall be 200,000, 100,000 Voting Common shares and 100,000 Non-Voting Common shares of 01/100 dollars (\$.01) par value. The holders of the shares classified and designated as Voting Common stock shall be entitled to one (1) vote per share at all meetings of the shareholders of the Corporation and in all matter on which shareholders are entitled to vote. The holders of the shares classified and designated as Non-voting Common stock shall not be entitled to vote. Each share of Voting Common and Non-voting Common stock shall participate equally with every other share of such stock in all dividends paid by the Corporation and in the assets of the Corporation upon its liquidating or dissolution. All or any part of said capital stock may be paid for in cash, in property, or in labor or services actually performed for the Corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or

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intangible), or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of the Corporation by its President this 22 day of DEC, 2002.

**THE SCOTT PARTNERSHIP
ARCHITECTURE INCORPORATED**

By: Raymond Scott
Raymond Scott, President