

MANAGEMENT
RSR
CORPORATION

RSR MANAGEMENT CORPORATION
P.O. Box 4300
4405 Metric Drive
Winter Park, FL 32793
Local: (407) 677-1991
Fax: (407) 677-5804

Robert C. Steger
President

H90597

February 16, 1998

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-02/20/98--01061--002
****43.75 ****43.75

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee FL 32314

RE: RSR MANAGEMENT CORPORATION (Document # H90597)
Articles of Amendment

Enclosed is our check in the amount of \$43.75 to cover the following services:

- (1) Filing enclosed Articles of Amendment
- (2) Certificate of Status for the corporation, RSR WHOLESALE SOUTH, INC.

Sincerely,

Linda Wingfield
Linda Wingfield
Legal Assistant

Enclosures

599375

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB 20 AM 10:23

APPROVED
AND
FILED

*Amend
H90597
308
Conf of Sta
86-002
2-20-98*

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

RSR MANAGEMENT CORP

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article 3 of the Corporation's Certificate of Incorporation be amended to read as follows:

This corporation is authorized to issue Two Hundred (200) Shares of Two and 50/100 (\$2.50) Dollars each par value common stock, which shall be designated "Common Stock," fully paid and non-assessable. This corporation is authorized to issue Two Thousand (2000) shares of Two Hundred, Fifty (\$250) Dollars each par value which shall be designated "Preferred Stock." The holders of preferred stock shall be entitled to dividends in an amount to be determined by the board of directors, provided that dividends may be lawfully paid. Such dividends shall not be cumulative, but no dividend shall be declared or paid to any holders of any common stock unless a dividend shall have first been declared and paid to the holders of such preferred stock."

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AND
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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: August 1, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 25 day of November, 19 97

Signature

Mark R. Roberts senior vice president
 (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

 Typed or printed name

 Title

SECRETARY OF STATE
TALAHASSEE, FLORIDA

58 FEB 20 AM 10:23

APPROVED
AND
FILED