

Division of Corporations

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CARTER PRITCHETT ADVERTISING, INC.

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1. Pursuant to the provisions of section 607.1006, Florida Statutes, CARTER PRITCHETT ADVERTISING, INC., a Florida profit corporation (the "Corporation"), adopts the following amendment to its Articles of Incorporation, whereby Article III of the Articles of Incorporation is deleted in its entirety and the following is substituted in lieu thereof:

"ARTICLE III. CAPITAL STOCK

The aggregate number of shares of common stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares, of which one thousand (1,000) shares shall be designated as voting shares each having a par value of one cent (\$0.01) and ninety-nine thousand (99,000) shares shall be designated as non-voting shares each having a par value of one cent (\$0.01); the rights of the voting shares and the non-voting shares shall be identical, except that the non-voting shares shall not be entitled to vote other than as required by law."

2. Immediately upon the filing of these Articles of Amendment, each outstanding share of the Corporation's common stock theretofore outstanding (collectively, the "Old Shares") shall, without any action on the part of the holder thereof, become one (1) voting share and twenty (20) non-voting shares (collectively, the "New Shares"), and the holders of the Old Shares shall thereafter be entitled to receive, upon conversion of all of the Old Shares, a certificate or certificates representing such number of New Shares as shall be determined hereto; provided, however, that the failure of any holder to so surrender the holder's certificates shall in no way affect the occurrence of the recapitalization.

3. The foregoing amendment was adopted by the Board of Directors of the Corporation on January 23, 2012.

4. The foregoing amendment was approved by the Shareholders of the Corporation. The number of votes cast for the amendment by the Shareholders was sufficient for approval.

CARTER PRITCHETT ADVERTISING, INC.

Dated: January 23, 2012

By:

SCOTT M. CARTER, President

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