

Division of Corporations

Page 1 of 2

**M90759**

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Phone : (305) 789-3200  
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**BASIC AMENDMENT**  
**HEARTWOOD HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
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**AMEND**  
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ARTICLES OF AMENDMENT  
TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
HEARTWOOD HOLDINGS, INC.

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Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Amended and Restated Articles of Incorporation of Heartwood Holdings, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

1. Section 4.1 shall be deleted in its entirety and amended to read as follows:

**"SECTION 4.1 Authorized Shares.** The total number of shares of capital stock which this Corporation shall have authority to issue is 101,500, consisting of 100,000 shares of a class designated Common Stock, par value \$0.05 per share, and 1,500 shares of a class designated Preferred Stock, par value \$0.05 per share. The preferences, limitations, privileges, restrictions and relative rights granted to and imposed upon the Common Stock and Preferred Stock are set forth below in this Article IV."

2. The undersigned, hereby certifies that the foregoing Amendment to the Amended and Restated Articles of Incorporation was duly adopted and approved by the sole director of the Corporation on December 17, 2001, and by the sole shareholder of the Corporation on December 17, 2001. The number of votes cast was sufficient for approval.

Dated: December 18, 2001

Heartwood Holdings, Inc.

By:   
David Friedman, Assistant Secretary

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Stearns Weaver Miller et al.  
150 W. Flagler St., #2200  
Miami, FL 33130  
PH: 305-789-3200  
FAX: 305-789-3395