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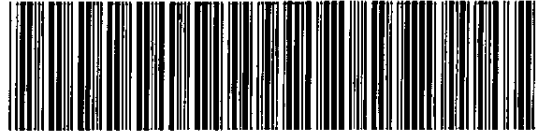
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05 OCT 26 AM 11:00  
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TALLAHASSEE, FLORIDA

LAW OFFICE  
H. CRANSTON POPE, J.D., LL.M. (TAX)

438 N. COVE BOULEVARD  
PANAMA CITY, FLORIDA 32401

(850) 784-9174

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PANAMA CITY, FLORIDA 32402-1609

FAX (850) 784-9175

October 25, 2005

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

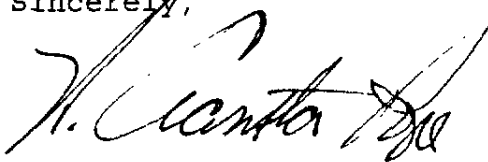
Re: Cove Charity Foundation, Inc.

Dear Sir or Madame:

Enclosed please find the original and one copy of the Article of Amendment to the Articles of Incorporation of Cove Charity Foundation, Inc. If these documents meet with your approval, we would appreciate your filing the originals and returning a certified copy of the Certificate to us. Our check in the amount of \$35.00 is enclosed.

Should you have any questions or require further information, please let us know.

Sincerely,

A handwritten signature in black ink, appearing to read "H. Cranston Pope", written over a horizontal line.

H. Cranston Pope

HCP/po

Enclosures

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF COVE CHARITY FOUNDATION, INC.  
PURSUANT TO FLORIDA STATUTES, CHAPTER 617  
(FLORIDA NOT FOR PROFIT CORPORATION ACT)

The Articles of Incorporation of COVE CHARITY FOUNDATION, INC., filed March 30, 2004, are hereby amended in their entirety as follow:

Article 1 - Corporate Name

Cove Charity Foundation, Inc.

Article 2 - Registered Agent and Registered Office

The initial registered agent is an individual resident of the state whose name is set forth below:

William G. Harrison, Jr.

The business address of the registered agent and the registered office address is:

132 Harrison Avenue  
Panama City, Florida 32401

Article 3 - Management

Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the name and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below:

Director 1:     Randall McElheney  
                  440 N. Cove Blvd.

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Panama City, FL 32401

Director 2: William G. Harrison, Jr.  
101 Harrison Avenue  
Panama City, FL 32401

Director 3: Jim Fensom  
340 S. Bonita Ave.  
Panama City, FL 32401

Director 4: William Daughdrill  
210 S. MacArthur Ave.  
Panama City, FL 32401

#### Article 4 - Organizational Structure

The corporation will not have members.

#### Article 5 - Duration

The period of duration is perpetual.

#### Article 6 - Purpose

Said corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(C)(3) of the Internal Revenue Code, or the corresponding section or any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not be carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of or in opposition

to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by a corporation contributions to which are deductible under section 170(C)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

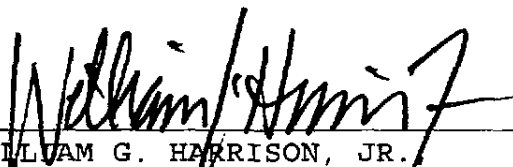
#### ADOPTION OF AMENDMENT


There being no members, these Articles were adopted unanimously by the Board of Directors at a meeting held October 18, 2005.

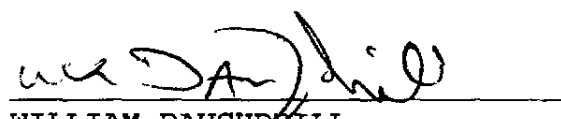
#### Execution

The undersigned, being all of the directors, sign these Articles of Amendment in accordance with Section 617.1002 (b), Florida Non-Profit Corporation Act.

  
RANDALL McELHENNEY, Director

  
WILLIAM G. HARRISON, JR.  
Director

  
JIM FENSOM, Director

  
WILLIAM DAUGHRILL  
Director