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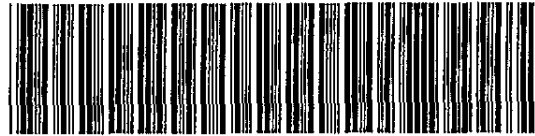
(Business Entity Name)

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

05 JUN 16 PM 2:59

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05/16/05--01006--002 **33.01

Handwritten signature/initials



Jack Locklin, Jr.
Board Certified
Real Estate Attorney

Angela J. Jones

Daniel P. Saba

June 14, 2005

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **The John Milton Quarles, Jr. and Harvin Anne Timmerman
Quarles Foundation, Inc.**

Dear Sir or Madam:

Enclosed for filing are executed original Articles of Amendment to Articles of Incorporation of the referenced corporation. Also enclosed is an executed certificate designating place of business and naming agent. Our check in the amount of \$35.00 in payment of the filing fee is also enclosed. Thank you for your assistance.

Yours very truly,

Sheila T. Taylor
Assistant to Angela J. Jones

/stt
Enclosures

ARTICLES OF AMENDMENT TO

FILED

ARTICLES OF INCORPORATION

05 JUN 16 PM 2:59

THE JOHN MILTON QUARLES, JR. AND CLERK OF STATE
TALLAHASSEE, FLORIDA
HARVIN ANNE TIMMERMAN QUARLES FOUNDATION, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted:

That the following Article be revised as follows:

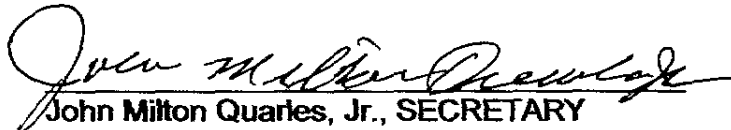
ARTICLE I

The registered agent of this corporation is: **John Milton Quarles, Jr.**, whose address is 703 Bayou Drive, Destin, Florida 32570.

SECOND: The date of this amendment's adoption is the 7th day of June, 2005

THIRD: This amendment was unanimously approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 7th day of June, 2005.


John Milton Quarles, Jr., SECRETARY

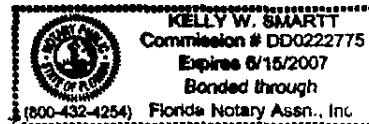

Harvin Anne Timmerman Quarles, PRESIDENT

STATE OF FLORIDA
COUNTY OF Okaloosa

BEFORE ME the undersigned Notary Public in and for the State of Florida at large, personally appeared John Milton Quarles, Jr. and Harvin Anne Timmerman Quarles to me well known and known to me to be the individuals described in or who presented Florida Drivers License as identification, and who executed the foregoing Articles of Amendment to Articles of Incorporation of **THE JOHN MILTON QUARLES, JR. AND HARVIN ANNE TIMMERMAN QUARLES FOUNDATION, INC.** and being duly sworn acknowledged that he executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this the 7th day of June, 2005.

Kelly W. Smartt
Notary Public
My commission expires: 6/15/2007



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.09I, Florida Statutes, the following is submitted:


THE JOHN MILTON QUARLES, JR. AND HARVIN ANNE TIMMERMAN QUARLES FOUNDATION, INC. , desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Destin, Okaloosa County, Florida, has named John Milton Quarles, Jr., 703 Bayou Drive, Destin, Florida 32570, as agent to accept service of process within the state.

Dated this the 7th day of June, 2005.

THE JOHN MILTON QUARLES, JR. AND HARVIN ANNE TIMMERMAN QUARLES FOUNDATION, INC.

BY: 

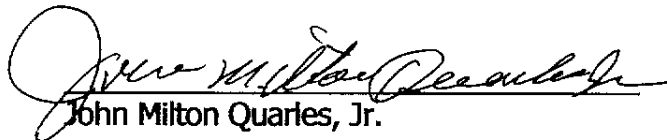
John Milton Quarles, Jr.

BY: 

Harvin Anne Timmerman Quarles

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.


John Milton Quarles, Jr.