1499 South Harbor City Boulevard, Suite 201 Melbourne, Florida 32901

321-951-1776 FAX 321-951-1849 www.hklaw.com

December 12, 2000

Northern Virginia Boston Orlando Bradenton Providence Chicago San Francisco Fort Lauderdale St. Petersburg Jacksonville Tallahassee Lakeland Tampa Melbourne Washington, D.C. Mexico City West Palm Beach Miami Representative Offices: New York Buenos Aires

CLIFTON A. MCCLELLAND, JR.

321-951-1776 Internet Address: cmcclell@hklaw.com

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

700003503927---3 -12/18/00--01085--011 *****35.00 *****35.00

Re: Franklin Communications, Inc.
Articles of Amendment

Dear Sirs:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation of the above-referenced corporation. Kindly file the original and return a date stamped copy to the undersigned in the envelope provided for your convenience.

Also enclosed is our check in the amount of \$35 to cover your filing fee.

Thank you for your assistance in this matter.

Respectfully,

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Clifton A. McClelland, Jr.

CAM/tah Enclosures

MEL1#452535 v1

Amend.

V. SHEPARD JAN 2 6 2001



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

December 29, 2000

CLIFTON A. MCCLELLAND, JR. HOLLAND & KNIGHT LLP 1499 S. HARBOR CITY BLVD., STE. 201 MELBOURNE, FL 32901

SUBJECT: FRANKLIN COMMUNICATIONS. INC.

Ref. Number: P00000040398

We have received your document for FRANKLIN COMMUNICATIONS. INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to nonprofit statutes (chapter 617, Florida Statutes). As the entity was originally filed as a corporation for profit, this document should be filed pursuant to chapter 607, Florida Statutes. Enclosed is the correct form.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Letter Number: 600A00064834

Velma Shepard Corporate Specialist

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

Law Offices

OLLAND & KNIGHT LLP

1499 South Harbor City Boulevard, Suite 201 Melbourne, Florida 32901

321-951-1776 FAX 321-951-1849 www.hklaw.com

January 4, 2001

Atlanta Northern Virginia Boston Oriando Bradenton Providence Chicago San Francisco Fort Lauderdale St. Petersburg Jacksonville Taliahassee Lakeland Tampa Melbourne Washington, D.C. Mexico City West Palm Beach Miami Representative Offices: New York Ruegos Aires

CLIFTON A. MCCLELLAND, JR. 321-951-1776 Internet Address: cmcclell@hklaw.com

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

Franklin Communications, Inc.

Articles of Amendment

Dear Sirs:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation of the above-referenced corporation along with a copy of Letter Number 600A000064834 from the Department of State. Kindly file the original and return a date stamped copy to the undersigned in the envelope provided for your convenience.

Your office previously received our check in the amount of \$35 to cover your filing fee.

Thank you for your assistance in this matter.

Respectfully,

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Clifton A. McClelland, Jr.

CAM/tah Enclosures



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 16, 2001 *

CLIFTON A. MCCLELLAND, JR. **HOLLAND & KNIGHT** 1499 S. HARBOR CITY BLVD., STE. 201 MELBOURNE, FL 32901

SUBJECT: FRANKLIN COMMUNICATIONS. INC.

Ref. Number: P00000040398

We have received your document for FRANKLIN COMMUNICATIONS. INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Amendments for Florida profit corporations are filed in compliance with section 607.1006. Florida Statutes. Please see the enclosed information.

The amendment must be adopted in one of the following manners:

(1)If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a)A statement that the number of votes cast for the amendment by the

shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a)A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

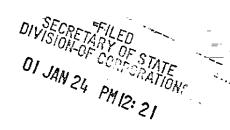
The date of adoption of each amendment must be included in the document.

JVISION ec The amendment must be signed by an incorporator if adopted by incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

Velma Shepard

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF FRANKLIN COMMUNICATIONS, INC.



Pursuant to Section 607.1006, Florida Statutes, FRANKLIN COMMUNICATIONS, INC. hereby files an Amendment to its Articles of Incorporation as follows:

- 1. The name of the corporation is FRANKLIN-COMMUNICATIONS, INC.
 - 2. The Articles which are amended are as follows:
 - A. Article V of the Articles of Incorporation of FRANKLIN

 COMMUNICATIONS, INC. is deleted in its entirety.
 - B. Article VI of the Articles of Incorporation of FRANKLIN

 COMMUNICATIONS, INC. is amended to read as

 follows:

ARTICLE VI - NO PREEMPTION RIGHTS.

No Stockholder shall have the preemptive rights to purchase unissued shares of the corporation's stock which are offered for sale.

C. Article VIII of the Articles of Incorporation of

FRANKLIN COMMUNICATIONS, INC. is amended to read as

follows:

ARTICLE VIII - BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors. The Stockholders shall elect the Board of Directors. The number of members of the Board of Directors shall be specified in the By-Laws.

- 3. The date of each each amendment's adoption is January 3, 2001.
- 4. The amendments were approved by the Stockholder and the number of votes cast for the amendments by the Stockholder was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on January 1979, 2001.

FRANKLIN COMMUNICATIONS, INC.

By: Thomas P. Grow. President

montas I. Grow, Freducine

Secretary

STATE OF FLORIDA) §§ COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this <u>19</u> day of January, 2001, by THOMAS P. GROW and <u>THOMAS P. GROW</u> as President and Secretary of FRANKLIN COMMUNICATIONS, INC., who (_) are personally

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