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**NEW SOUTH  
Investment Corporation**

101 Country Club Road  
Pensacola, Florida 32507  
(850) 456-0737  
Fax: (850) 456-4094

November 15, 2000

Florida Department of State  
The Honorable Katherine Harris  
Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

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-11/22/00--01040--006  
\*\*\*\*\*61.25 \*\*\*\*\*61.25

Dear Secretary Harris:

Enclosed are the following:

1. Amendment to Articles of Incorporation of New South Investment Corporation/USA.
2. Check in the amount of \$ 61.25 for filing fee \$ 35.00, two (2) certified copies of amendment, and one (1) certificate of status.
3. Address is New South Investment Corporation/USA, 101 Country Club Road Pensacola, FL 32507. Phone number (850) 456-0737.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thanking you for your corporation.

Sincerely,

Linda J. Massey  
Vice President/Secretary Treasurer

AmeriD

Per Linda  
Massey OK  
to correct  
name of  
corp. 3/8

Investing For Your TOMORROWS...  
...In The TODAY South

S. PAYNE DEC 19 2000

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NEW SOUTH INVESTMENT CORPORATION/USA**

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

TO THE HONORABLE SECRETARY OF STATE OF THE STATE OF FLORIDA:

That for the purpose of perfecting the Certificate of Domestication from the State of Alabama to the State of Florida, and to comply with the Alabama Business Entities Conversion and Merger Act, Section 10-15-1 et seq. Code of Alabama, 1975. These Articles of Incorporation of New South Investment Corporation/USA are hereby added and adopted pursuant to section 601.1006 Florida Statutes, and with full 100% approval of the Board of Directors, as follows:

ARTICLE VIII

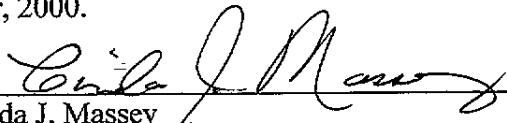
The Florida Corporation was and is the result of a "Conversion" pursuant to the above cited Code of Alabama. The name of the Alabama Corporation was New South Investment Corp Inc. The formation documents were filed with the Secretary of State of Florida on September 18, 2000. The Alabama termination documents were filed with the Probate Judge of Montgomery County, Alabama on September 29, 2000 who in turn filed it with the Secretary of State of Alabama on that same date. The said "Conversion" was approved pursuant to Section 10-15-2 Code of Alabama, 1975 pursuant to the September 29, 2000 filing.

Dated: September 29, 2000.

Article IX

Should any provision of these Articles of Incorporation not comply in any way with the Alabama Business Entities Conversion and Merger Act and section 601.1006 Florida Statutes, by either error or omission, these Articles are deemed to be amended to comply in full with these statutes.

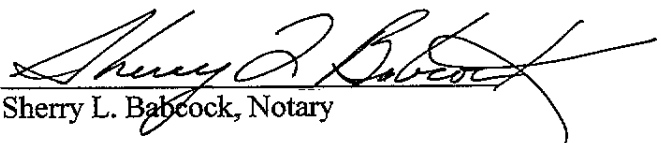
Signed this 29<sup>th</sup> day of September, 2000.

  
\_\_\_\_\_  
Linda J. Massey  
Vice President/Director, Secretary Treasurer, Incorporator

STATE OF FLORIDA  
ESCAMBIA COUNTY

I, Sherry L. Babcock, a Notary Public in and for the State of Florida at large, do hereby certify that Linda J. Massey, who is personally known to me, appeared and after being duly sworn executed the foregoing Addendum to the Articles of Incorporation of New South Investment Corporation/USA.

Sworn to this 29<sup>th</sup> day of September, 2000.

  
\_\_\_\_\_  
Sherry L. Babcock, Notary



Sherry L. Babcock  
MY COMMISSION # CC849271 EXPIRES  
August 29, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.