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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC -5 AM 10:31

December 4, 2001

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: LEVINGS GROUP, INC.

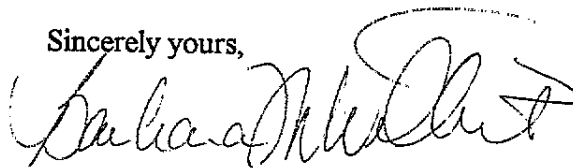
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*****43.75 *****43.75

Ladies and Gentlemen:

Please find enclosed with this letter the original Articles of Amendment to Articles of Incorporation of Levings Group, Inc., along with our check in the amount of \$43.75 to cover the cost of the Amendment and a certified copy of same.

Please return the certified copy to my office at your earliest convenience. Your cooperation in this matter is greatly appreciated.

Sincerely yours,



Barbara M. Wilhite
Legal Assistant

/bw
Enclosures

V SHEPARD DEC 12 2001

N/C

V SHEPARD DEC 12 2001

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LEVINGS GROUP, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Article I is hereby amended to read as follows:

ARTICLE I

The name of the corporation is **LEVINGS HOLDINGS, INC.**, and the mailing address is 2727 NW 43rd Street, Gainesville, FL 32606.

SECOND: The date of adoption of the amendment to the corporation was November 13, 2001

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Amendment to the Articles of Incorporation under the laws of the State of Florida, this 4th day of November, 2001.

December

LEVINGS GROUP, INC.

Laura L. Moore
William H. H. H. H.

By:

[Signature]
Albert S. Levings, President