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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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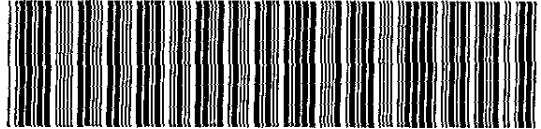
(Business Entity Name)

(Document Number)

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LAW OFFICES OF  
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STEPHEN B. KEYSER (3)  
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January 22, 2003

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PORT CHARLOTTE OFFICE:  
18401 MURDOCK CIRCLE  
PORT CHARLOTTE, FLORIDA 33948

- (1) BOARD CERTIFIED CIVIL TRIAL LAWYER
- (2) BOARD CERTIFIED TAX LAWYER
- (3) BOARD CERTIFIED REAL ESTATE LAWYER
- (4) BOARD CERTIFIED WILLS, TRUSTS  
AND ESTATES LAWYER
- (5) BOARD CERTIFIED APPELLATE LAWYER
- (6) BOARD CERTIFIED BUSINESS  
LITIGATION LAWYER
- (7) FLORIDA SUPREME COURT  
CERTIFIED CIRCUIT MEDIATOR

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Xerve, Inc.  
File No. 10074/18699

Gentlemen:

I am enclosing an original and a copy of Articles of Amendment to Articles of Incorporation for the above-named corporation. Also enclosed is our firm's check in the amount of \$35.00 to cover the filing fees.

Please file the original of the enclosed Articles of Amendment and return the copy to the undersigned. A prepaid, preaddressed envelope is enclosed for your use.

Your prompt attention to this matter would be appreciated.

Very truly yours,

  
James O. Fergeson, Jr.

JOF:csb  
Encls.  
288586

cc: Mr. Paul Johnson

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
XERVE, INC.**

**DOCUMENT #P01000028750**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida for profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Articles I through VII are revoked in their entirety and the following are inserted in lieu thereof:

**ARTICLE 1.**

Name

The name of this corporation is XERVE, INC. The mailing address of the corporation is 5220 Sunnydale Circle South, Sarasota, Florida 34233.

**ARTICLE 2.**

Term of Existence

The corporation came into existence on March 16, 2001, when the initial articles of incorporation were filed with the Florida Department of State.

**ARTICLE 3.**

Nature of Business

This corporation is organized to engage in any and all lawful business.

**ARTICLE 4.**

Powers

The corporation shall have power:

(a) To have perpetual succession by its corporation name.

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(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE 5.

##### Capital Stock

This corporation is authorized to issue ten thousand shares of no par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

#### ARTICLE 6.

##### Registered Office and Agent and Principal Office Address

The street address of the registered office of this corporation is 5220 Sunnydale Circle South, Sarasota, Florida 34233, and the name of its registered agent at such address is PAUL E. JOHNSON.

ARTICLE 7.

Directors

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by holders of a majority of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial director of this corporation, who shall serve until his successor is duly elected and qualified, are:

Name

Address

PAUL E. JOHNSON

5824 Bee Ridge Road  
Sarasota, Florida 34233

SECOND: The date of each amendment's adoption: January 17, 2003.

THIRD: Adoption of Amendment(s):

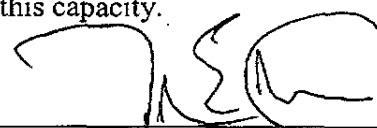
The Amendments were adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 17<sup>th</sup> day of January, 2003.



PAUL E. JOHNSON, Incorporator

Having been named registered agent to accept service of process for the above stated corporation at the place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



PAUL E. JOHNSON, Registered Agent