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WILLIAM D. MOORHEAD III, P.C.

ATTORNEY AND COUNSELOR AT LAW

314 RESIDENCE AVENUE

ALBANY, GEORGIA 31701

(229) 431-0900

FAX (229) 888-6417

FILED

02 AUG 23 AM 8:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 21, 2002

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

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-08/23/02--01050--013
*****43.75 *****43.75

Re: Filing of Articles of Amendment to the Articles of Incorporation
of Keys Group, Inc.

Dear Sir or Madam:

Pursuant to Section 607.1006 of the Florida Statute, we enclose for filing the Articles of Amendment to the Articles of Incorporation of Keys Group, Inc. Also enclosed is a check in the amount of \$43.75 payable to the Department of State in payment of the filing fee and a certified copy of the Articles of Amendment.

Please stamp or otherwise endorse your official title and the date and time of receipt on the enclosed original evidencing that the Articles of Incorporation of Keys Group, Inc. have been duly amended and deliver the copy to the undersigned in the enclosed envelope.

Call if you have any questions regarding this filing.

Very truly yours,



William D. Moorhead III

WDM/sbm
Enclosures
cc/enc: Mr. Brady Keys Jr.

BS sfzfor
Amend

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

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendment adopted:

A new Article IVA is hereby added to read as follows:

ARTICLE IVA

AUTHORIZATION OF SERIES A PREFERRED STOCK

A description of the Series A Preferred Stock, including the rights in relation to common stock, voting power, dividends, terms and conditions of redemption, rights on liquidation, and other terms, are as follows:

1. Designation and Initial Number. The class of shares of Preferred Stock hereby authorized shall be designated the "Series A Preferred Stock," and the initial number of authorized shares in this series shall be 100,000 shares.

2. Rights in Relation to Common Stock. Except as hereinafter provided in this Article IVA, or as otherwise provided in the Florida Business Corporation Act, the Common Stock of the Corporation shall be entitled to the entire stock voting power in regard to the Corporation, to all dividends declared and to the net assets of the Corporation upon dissolution.

3. Dividends. There shall be no dividends paid until the first calendar quarter of 2004. Beginning with that quarter and from quarter-to-quarter thereafter, the holders of the shares of Series A Preferred Stock shall be entitled to a quarterly dividend on each share of Series A Preferred Stock calculated as follows:

Gross Corporation Sales for Quarter

Dividend Per Share

Less than \$1,000,000

0

\$1,000,000 to \$1,250,000

.085

Each additional \$250,000

.085

Such dividends shall be payable as and when declared by the Corporation's Board of Directors to the holders of record of the Series A Preferred Stock on the last day of the quarter. Any dividends not paid shall accumulate.

4. Redemption. After January 1, 2007, the Corporation, by resolution of its Board of Directors, may at its option upon thirty (30) days' notice to the holders of the Series A Preferred Stock, redeem all or any part of the shares of Series A Preferred Stock on a date and in the manner designated by the Board of Directors at a price of Five Dollars (\$5.00) per share, plus accumulated and accrued dividends thereon.

5. Rights on Liquidation, Dissolution, or Winding-up. In the event of any voluntary or involuntary liquidation (in whole or in part), dissolution, or winding-up of the Corporation, the holders of the Series A Preferred Stock shall be paid out of the assets of the Corporation available for distribution to its shareholders an amount equal to Five Dollars (\$5.00) per share plus accumulated and accrued dividends thereon before any payment or distribution of the assets of the Corporation shall be made to the holders of the shares of any other class or series of the Corporation.

SECOND: The date of the amendment's adoption: The amendment was adopted on April 15, 2002.

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

SIGNED this 23rd day of May, 2002.

Keys Group, Inc.

By: 

Brady Keys Jr. President

Attest: 

Leonard E. Burnett Sr., Secretary