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GREGORY D. SMITH, P.A.

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(850) 432-7438

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Please call before sending

September 7, 2001

The Honorable Katherine Harris  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-09/10/01--01120--008  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

ATTENTION: Amendment Section

RE: McInnis & Company (General File)

Dear Sir or Madam:

Enclosed please find the original and one [1] copy of Articles of Amendment to the Articles of Incorporation of McInnis & Company. Additionally, enclosed please find our firm's check, drawn to your order, in the amount of \$43.75 (with \$35.00 to cover the cost of filing the Articles of Amendment, and the remaining \$8.75 for you to provide me with a certified copy of the same, utilizing the copy enclosed herewith).

Accordingly, please process the enclosed materials, file the Articles of Amendment with your office, make a certified copy thereof, and return the same to me at your earliest convenience.

If you have any questions or concerns regarding this matter, or if additional funds or information are necessary or required, please do not hesitate to contact me. Your cooperation in this regard is greatly appreciated.

Sincerely yours,

*Gregory D. Smith*  
GREGORY D. SMITH

GDS/mb  
Enclosures

pc: Mr. Donald W. Moore (with enclosure)  
Mr. Alley E. McInnis (with enclosure)

FILED  
01 SEP 24 AM 11:00  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

aa 9/25

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September 21, 2001

PERSONAL AND CONFIDENTIAL

Ms. Anna Chesnut  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

ATTENTION: Amendment Section

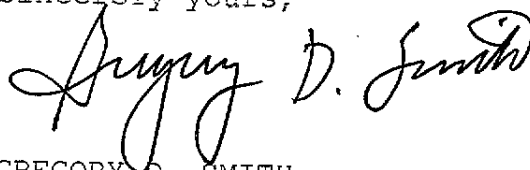
RE: McInnis & Company, Inc. (General File)

Dear Ms. Chesnut:

Pursuant to your telephone conversation with my office, enclosed please find the original of the Acceptance of Registered Agent of McInnis & Company, Inc., executed by me. I trust that this document will serve as sufficient proof that I have accepted the obligations and responsibilities of serving as registered agent for the subject corporation.

If you have any questions or concerns regarding this matter, or if further information is necessary or required, please do not hesitate to contact me. Your cooperation in this regard is appreciated.

Sincerely yours,



GREGORY D. SMITH

GDS/mb:

Enclosure

cc: Mr. Donald W. Moore (with enclosure)  
Mr. Alley E. McInnis (with enclosure)

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION  
OF  
McINNIS & COMPANY, INC.

The following provisions of the Articles of Incorporation of McINNIS & COMPANY, INC., a Florida corporation, filed in Tallahassee with the Secretary of State on June 20, 2001, be and are hereby amended in the following particulars:

1. Article V (relating to the registered office and agent) is hereby amended to read:

The street address of the Registered Office of this corporation in the State of Florida is:

201 South Baylen Street  
Suite A  
Pensacola, Florida 32501

The Registered Agent of the corporation at the corporation's Registered Office is:

Gregory D. Smith, Esquire

2. Article VII (relating to the number of directors) is hereby amended to read:

This corporation shall have two (2) directors initially. The number of directors may be increased or

diminished from time to time, by By-Law adopted by the stockholders, but shall never be less than one (1).

3. Article VIII (relating to the names of the initial directors) is hereby amended to read:

The name and address of the members of the first Board of Directors are:

Alley E. McInnis  
9655 Grallatorial Circle  
Pensacola, Florida 32501

Donald Moore  
c/o Gulf Coast Specialties, Inc.  
7465 Old Palafox Highway  
Pensacola, Florida

4. Article XI (relating to a Shareholder's Agreement) is hereby created to read:

#### ARTICLE XI

##### SHAREHOLDER'S AGREEMENT

Consistent with Section 607.0732, Florida Statutes, the shareholders of this corporation may adopt a shareholder's agreement that, among other things, provides for the management of the corporation.

5. The foregoing amendments were adopted by the Board of Directors of the corporation, without shareholder action, on the 13<sup>th</sup> day of August, 2001. Shareholder action was not required.

IN WITNESS WHEREOF, the Directors of the corporation  
have executed these Articles of Amendment on this 4th day  
of September, 2001.

ALLEY E. McINNIS  
Incorporator and Director

DONALD MOORE  
Director

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally  
appeared ALLEY E. McINNIS, as Incorporator and Director of  
McINNIS & COMPANY, INC., known to me to be the person who  
executed the foregoing Articles of Amendment, and he  
acknowledged before me that he executed such instrument for  
the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and  
official seal in the County and State last aforesaid on this  
4th day of SEPTEMBER, 2001.

MARTHA C. COOPER  
NOTARY PUBLIC  
Printed Name:  
My Commission No.:  
My Commission Expires:



OFFICIAL SEAL  
MARTHA C. COOPER  
MY COMMISSION EXPIRES  
JUNE 21 2004  
COMMISSION NO. CC836193

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared DONALD MOORE, as Director of McINNIS & COMPANY, INC., known to me to be the person who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed such instrument for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State last aforesaid on this 4<sup>th</sup> day of SEPTEMBER, 2001.

Martha C. Cooper  
NOTARY PUBLIC

Printed Name:

My Commission No.:

My Commission Expires:



**OFFICIAL SEAL**  
MARTHA C. COOPER  
MY COMMISSION EXPIRES  
JUNE 21 2004  
COMMISSION NO. CC936193


ACCEPTANCE OF REGISTERED AGENT

OF

McINNIS & COMPANY, INC.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location set forth in the Articles of Amendment of Articles of Incorporation of McInnis & Company, Inc. filed herein (i.e., 201 South Baylen Street, Suite A, Pensacola, Florida 32501), I accept the designation to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

DATED on this 21st day of September, 2001.

  
\_\_\_\_\_  
GREGORY D. SMITH  
Registered Agent