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SECRETARY OF STATE
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T. Lewis 7/14/03

Richard H. Langley
ATTORNEY AND COUNSELLOR AT LAW
700 ALMOND STREET
P.O. Box 120188
CLERMONT, FL 34712-0188

TEL: (352) 394-4025

FAX: (352) 394-1604

OVERNIGHT

MEMORANDUM

TO: Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FROM: Linda Topping, Legal Assistant

DATE: March 21, 2003

RE: O'Dwyer Management, Inc
Our File No. 03-11249

Enclosed are the following in connection with the incorporation of the captioned:

1. Amendment to Articles of Incorporation (original and one copy)
2. \$70.00 check for:
 - \$ 35.00 filing fee
 - \$ 35.00 change in registered agent

Please file the enclosed and return a "file stamped" copy of the Amendment to this office.

Enclosures

**AMENDMENT TO
ARTICLES OF INCORPORATION
of
O'DWYER MANAGEMENT, INC.**

The Articles of Incorporation of **O'DWYER MANAGEMENT, INC.** are hereby amended as follows:

ARTICLE I

Name

The name and address of this corporation shall be: O'DWYER MANAGEMENT, INC., 700 Almond Street, Clermont, FL 34711.

ARTICLE VII

Officers & Directors

The name and address of the Officers are:

NAME

ADDRESS

Richard H. Langley, Sr. - President

700 Almond Street
Clermont, FL 34711

Richard H. Langley, Jr., Secretary

The names and addresses of the Director(s) is/are:

NAME

ADDRESS

Richard H. Langley, Jr.

700 Almond Street
Clermont, FL 34711

ARTICLE X

Registered Office and Registered Agent

The address of the registered office of this corporation is 700 Almond Street, Clermont, FL 34711. The name of the Registered Agent is Richard H. Langley, Sr., at the above office address.

The foregoing amendment was adopted by the shareholders of this Corporation on March 14, 2003, the number of votes cast for the amendment by the shareholders was sufficient for approval.

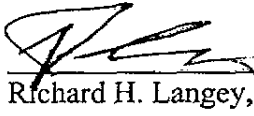
IN WITNESS WHEREOF, the undersigned President and Secretary executed this Amendment this March 17, 2003.

O'DWYER MANAGEMENT, INC

By: 

Richard H. Langley, Sr., President

ATTEST:



Richard H. Langley, Jr., Secretary

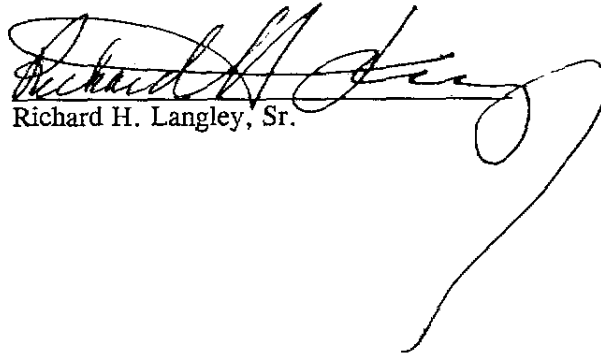
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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as i
Articles of Incorporation.

Registered Agent for O'Dwyer Management, Inc., as stated in these

Dated: March 17, 2003.


Richard H. Langley, Sr.