

Sent by: FISHER, TOUSEY, LEAS & BALL
Division of Corporations

904 355 0233;

05/31/05 1:35PM; Tel/Fax #780; Page 1/3

Page 1 of 1

P03000060924

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000135622 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : FISHER, TOUSEY, LEAS & BALL
Account Number : I19990000021
Phone : (904) 356-2600
Fax Number : (904) 355-0233

RECEIVED

05 MAY 31 AM 8:00

DIVISION OF CORPORATIONS

BASIC AMENDMENT

MIKE DAVIDSON MANAGEMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAY 31 PM 12:09

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

5/31
M. Davidson

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF**

MIKE DAVIDSON MANAGEMENT, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this corporation is Mike Davidson Management, Inc. (the "Corporation").
2. Article III of the Articles of Incorporation of the Corporation is hereby amended and replaced in its entirety to read as follows:

ARTICLE III: CAPITAL STOCK

(a) Authorized Capital Stock. This Corporation is authorized to issue 200,000 shares of common stock of par value of \$.10 per share. Two thousand (2,000) shares shall be designated as Class A Voting Common shares, and one hundred ninety-eight thousand (198,000) shares shall be designated as Class B Non-Voting Common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Class A Voting Common Shares. Each holder of Class A Voting Common shares shall have one vote in respect of each share held, and the exclusive voting power with respect to the corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Class B Non-Voting Common Shares. Except as otherwise expressly provided by law, the holders of Class B Non-Voting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders.

(b) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

H05000135622

FILED
MAY 31 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H05000135622

H05000135622

3. The foregoing amendment was approved by all of the members of the Board of Directors and all of the shareholders of Corporation by Unanimous Joint Written Consent on MAY 27, 2005, and the number of votes cast in favor of the Articles of Amendment was sufficient for its approval.

4. The foregoing amendment shall become effective when filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned Vice-President of the Corporation has executed these Articles of Amendment, this 31 day MAY, 2005.


William T. Buckingham, Vice-President

83549

H05000135622