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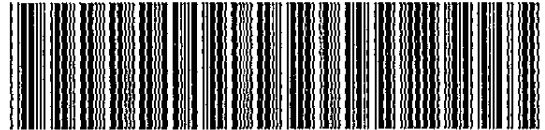
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06 JAN -3 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 30, 2005

Florida Department of State
Division of Corporations
Amendments Department
P.O. Box 6327
Tallahassee, Florida 32314

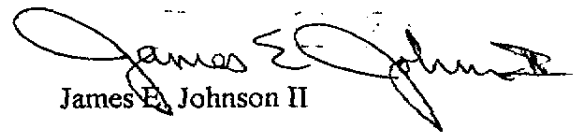
Re: Harberson Holdings, Inc.; Articles of Amendment

Dear Sir/Madam:

Enclosed please find the executed Articles of Amendment to Articles of Incorporation for Harberson Holdings, Inc. as well as a copy. Please file the Articles and return confirmation of the filing to this office in the enclosed self-addressed, stamped envelope. I have included my firm check in the amount of \$35.00 to cover the filing costs.

If you have any questions, please do not hesitate to contact my office.

Sincerely,


James E. Johnson II

Enclosures

cc: Chester A. Harberson, Pres.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HARBERSON HOLDINGS, INC.**

FILED
06 JAN -3 AM 10:00
SECRETARY 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: Article III, being amended is hereby amended to read as follows:

The Corporation is authorized to issue One Hundred Thousand (100,000) shares divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>CLASS</u>	<u># OF SHARES</u>	<u>PAR VALUE</u>
Common A	10,000	\$.10
Common B	90,000	\$.10

A) Except as otherwise provided in the Articles of Incorporation or by law, the holders of the Common A class of shares shall have exclusive voting rights and powers, including the exclusive right to notice of shareholder's meetings.

(a) No dividend shall be paid on, or declared or set apart for, any share of Common A class of shares for any quarterly dividend period unless at the same time a like proportionate dividend for the same quarterly dividend period shall be paid on, or declared and set apart for all Common B class of shares then issued and outstanding and entitled to receive the dividend.

(b) All shares of Common B class acquired or redeemed by the Corporation shall be retired and canceled and none of the shares shall thereafter be reissued.

SECOND: The proposal for issuance of two classes of stock was adopted and approved by the Board of Directors and Shareholders at the Organizational Meeting dated December

24, 2003 and this foregoing amendment was adopted and approved via Written Action in Lieu of Meeting dated December 28, 2005. For purposes of clarity, the date of the amendment adoption shall be December 28, 2005. The number of votes cast for the amendment by the shareholders were sufficient for approval.

IN WITNESS WHEREOF, I, the undersigned have executed these Articles of Amendment, this 28th day of December, 2005.


VICTOR HARBERSON, Vice-President

Corporate Seal