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**BASIC AMENDMENT**

**JACKSONVILLE MIDTOWN MANAGEMENT, INC.**

Certificate of Status	0
Certified Copy	2
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**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
JACKSONVILLE MIDTOWN MANAGEMENT, INC.**

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

**ARTICLE I - NAME**

The name of the corporation is Jacksonville Midtown Management, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II - ADOPTION AND TEXT OF AMENDMENTS**

The sole incorporator of the Corporation adopted a resolution amending Article III of the Articles of Incorporation by Written Consent dated November 18, 2004, executed in accordance with the provisions of Section 607.0205 of the Florida Statutes. The amendment was adopted by the sole incorporator without shareholder action before the issuance of any shares of stock of the Corporation, and therefore no shareholder action was required. The following is a true and correct copy of the resolution amending Article I of the Articles of Incorporation:

RESOLVED, that Article III of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

**"ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) of which five thousand (5,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class A voting common stock and five thousand (5,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class B non-voting common stock.

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The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B non-voting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B non-voting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B non-voting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B non-voting common stock in proportion to the number of shares held by the holders of such shares."

ARTICLE III - EFFECTIVE DATE OF AMENDMENT

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing with the Florida Department of State.

Dated this 18<sup>th</sup> day of November, 2004.

  
\_\_\_\_\_  
Roger W. Kellogg, Incorporator