

P9200000 9624

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Goodson, Manley & Durfee, PLC

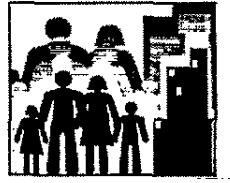
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"Our Goal is to Create Long Lasting Dynasty Camelots for Our Clients Through Preventative Law."

December 2, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

GEORGE AND ANNE MEYER --- BANNER MANOR CORP.

Please file the enclosed Articles of Amendment to Articles of Incorporation (1 original and 1 copy) for the above referenced Limited Liability Company and return a conformed copy to us in the enclosed self-addressed, postage paid envelope for further processing.

Also enclosed is our check for \$35.00 to cover your filing fees.

Thank you for your assistance.

Enclosures: As stated above

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BANNER MANOR CORP.**

Document Number : P92000009624

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: Amendments Adopted:

Article III is deleted and the following is added in its place:

"ARTICLE III

The corporation is authorized to issue 100,000 shares of Voting stock, and 900,000 shares of Non-Voting stock. All stock will have a par value of \$1.00. The Voting and Non-Voting shares are identical except as to voting rights. The shareholders shall have preemptive rights on the issuance by the corporation of shares or securities convertible into shares and preferential rights on the sale of shares by shareholders."


SECOND: Method of Implementing Reclassification: The shareholders shall surrender all the outstanding shares to the corporation and receive voting share and non-voting shares in return. Shareholders will maintain their percentage ownership in the corporation. This exchange shall be recorded by the corporate transfer agent in the corporate records. All new shares issued shall be represented by a stock certificate.

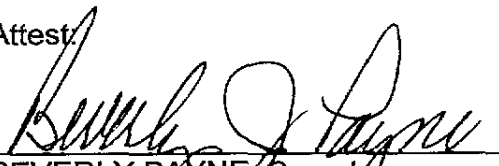
THIRD: The date of this amendment's adoption is September 1, 2001.

FOURTH: The Board of Directors of BANNER MANOR CORP., at a meeting duly called and held, approved, by resolution duly adopted, the proposed amendment, subject to the affirmative vote of the shareholders entitled to vote on amendments to the Certificate of Incorporation.

FOURTH: The shareholders entitled to vote on amendments to the Certificate of Incorporation, at a meeting duly called and held on September 1, 2001 and on a vote of at least a majority approved the action of the Board of Directors by adopting and authorizing the proposed amendment.

FILED
02 DEC -4 10:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

By 
GEORGE MEYER, JR., President

Attest:

BEVERLY PAYNE, Secretary