

P920000/3247

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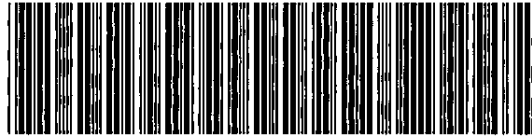
(Business Entity Name)

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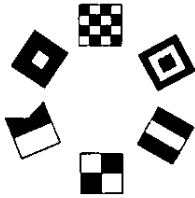
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07 MAY 14 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Amend

C. C. C. MAY 17 2007



The Law Offices of
Nathan L. Townsend, P.A.

Nathan L. Townsend, LLM
9385 North 56th Street, Suite 201
Tampa, Florida 33617
Phone: 813.988.5500
Toll Free: 866.988.5999
Fax: 813.988.5510

May 11, 2007

PERSONAL AND CONFIDENTIAL

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Watts, Dawson & Associates, Inc. (hereinafter "WDA")
Document Number 92000013247**

To Whom It May Concern:

The enclosed Articles of Amendment and fee are submitted for filing on behalf of WDA. If there is any additional documentation or information which you require please contact my office at (813) 988-5500. Please return all correspondence concerning this matter to:

Nathan L. Townsend, Esq.
Nathan L. Townsend, PA
9385 N. 56th St., Ste. 201
Tampa, Florida 33617

Enclosed is our firm check in the amount of forty three and 75/100 dollars (\$43.75) for the filing fee and one (1) certified copy.

Thank you for your prompt attention to this matter. Best regards.

Sincerely,

NATHAN L. TOWNSEND, P.A.

By: 

Nathan L. Townsend, President

Enclosures

Cc: John Watts, Watts, Dawson & Associates.

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WATTS, DAWSON & ASSOCIATES, INC.

The undersigned, JOHN E. WATTS, the President of WATTS, DAWSON & ASSOCIATES, INC., a Florida Corporation (the "Corporation"), desiring to amend the Articles of Incorporation of the Corporation pursuant to Section 601.1006 of the Florida Business Corporation Act, states as follows:

1. The name of the Corporation is WATTS, DAWSON & ASSOCIATES, INC.
2. The Articles of Incorporation of the Corporation are amended by deleting Article IV in its entirety and inserting the following Article IV in its place and stead:

Article IV – Capital Stock

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is twenty thousand (20,000) shares of common stock having a par value of \$0.01 per share, of which ten thousand (10,000) shares shall be designated as Voting Common Stock and ten thousand (10,000) shares shall be designated as Non-Voting Common Stock.

All shares of stock in the Corporation, whether Voting Common Stock or Non-Voting Common Stock, shall rank *pari passu* with respect to dividend rights, rights to payment upon liquidation, and all other rights and privileges incident thereto, except voting rights. Non-Voting Common Stock shall have no voting rights with respect to any corporate matter.

3. The amendment to the Articles of Incorporation was approved by unanimous written consent of the shareholders of the Corporation effective on January 1, 2007.

4. The Amendment was approved by unanimous consent of all of the shareholders and all members of the board of directors.

IN WITNESS WHEREOF, the undersigned has executed this Certificate effective this 1st day of January, 2007.

Watts, Dawson & Associates, Inc.

By: 
John E. Watts, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

EXHIBIT B

Shareholders

Non-Voting Common Stock

John E. Watts

100

Robert Dawson

100