

P93000068977

Division of Corporations

Page 1 of 1

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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**THE KILPATRICK COMPANY, INC.**

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4/12/05  
Amend  
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## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 12, 2005

THE KILPATRICK COMPANY, INC.  
7700 HIGH RIDGE RD  
BOYNTON BEACH, FL 33426-5026USSUBJECT: THE KILPATRICK COMPANY, INC.  
REF: P93000068977

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Senior Section AdministratorFAX Aud. #: H05000088314  
Letter Number: 005A00024723

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

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EXHIBIT A

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE KILPATRICK COMPANY, INC  
[Document No. P93000068977]

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Section 1 of ARTICLE III of the Articles of Incorporation of The Kilpatrick Company, Inc., a Florida corporation is hereby amended by deleting it in its entirety, and the following new Section 1 of ARTICLE III is substituted in its stead:

"1. Common Stock.

A. Common Stock Designation. The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitation or restriction thereof in respect of the One Thousand (1,000) shares of Common Stock, with a par value of One Dollar (\$1.00) per share.

a) Authorized Common Stock Shares. The aggregate number of shares of common stock which the Corporation shall have authority to issue is 1,000, of which 500 shares shall be designated "Class One Common Stock Shares" and 500 shares shall be designated "Class Two Common Stock Shares."

b) Relative Rights and Preferences. The relative rights, privileges, and limitations of the Class One Common Stock Shares and Class Two Common Stock Shares shall be in all respects identical, share for share, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class One Common Stock Shares and, except as otherwise required by law, the holders of the Class Two Common Stock Shares shall not have any voting power or be entitled to receive any notice of meetings of shareholders. Distribution of either Class One Common Stock Shares or Class Two Common Stock Shares may, in the discretion of the Board of Directors, be made to the holders of either or both classes of shares.

c) Preemptive Rights Denied. No holder of any common stock shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any common stock shares of the Corporation of any class of common stock now authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

d) Reclassification. All shares of the common stock issued and outstanding prior to the adoption of this amendment shall be reclassified as either "Class One Common Stock Shares" or "Class Two Common Stock Shares", as the current holders of the common stock may agree.

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B. This amendment was adopted on April 11, 2005.

C. The foregoing amendment was approved by a unanimous vote of the Board of Directors and the Shareholders owning all 950 shares of the issued and outstanding shares of common stock of the corporation by written action taken pursuant to F.S. §607.0821 and §607.0704. Only one voting group was entitled to vote on the amendment and the number of votes cast for the amendment by the shareholders in the voting group was sufficient for approval by that voting group, as required by F.S. §607.1003 and §607.1006."

IN ALL OTHER RESPECTS, all of the other provisions of the Articles of Incorporation filed September 27, 1993, as amended November 6, 1998 and October 1, 2002 were ratified and confirmed.

IN WITNESS WHEREOF, the undersigned have executed this Amendment by Written Action, as of April 11, 2005.

The Kilpatrick Company, Inc.

By: 

Timothy L. Kilpatrick, President

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**ACTION BY WRITTEN CONSENT OF  
THE DIRECTORS AND SHAREHOLDERS  
OF THE KILPATRICK COMPANY, INC.**


THE UNDERSIGNED, being all of the Directors and Shareholders of THE KILPATRICK COMPANY, INC., a Florida corporation (the "Corporation"), hereby consent to the following actions and adopt the following resolutions in accordance with applicable provisions of Florida law, effective as of the date set forth below:

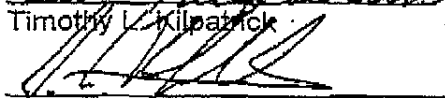
RESOLVED: That the Directors and Shareholders approve the amendment of the Corporation's Articles of Incorporation (the "Articles") pursuant to the Articles of Amendment which are in the form attached hereto as **Exhibit "A"** (the "Amendment"), which are made a part hereof by this reference.

FURTHER RESOLVED: That any officer of the Corporation, acting singly, is hereby authorized and directed to execute and file, in the name and on behalf of the Corporation, the Amendment in accordance with the preceding resolution.

IN WITNESS WHEREOF, the undersigned have executed this Action By Written Consent as of the 11<sup>th</sup> day of April, 2005.

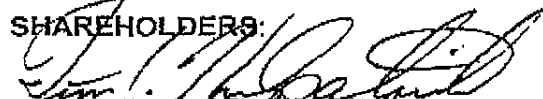
**DIRECTORS:**


  
Timothy L. Kilpatrick

  
Jon W. Kilpatrick

  
Harold D. Kilpatrick, Jr.

**SHAREHOLDERS:**

  
Timothy L. Kilpatrick

  
Jon W. Kilpatrick

  
Harold D. Kilpatrick, Jr.

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