

MAR. 20. 2003 12:15PM
Division of Corporations

PORGES, HAMLIN, KNOWLES & PROUTY

NO. 0383-agp. 1/2

P93000070959

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BASIC AMENDMENT

HERITAGE PARTNERS GROUP III, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

AMEND
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HERITAGE PARTNERS GROUP III, INC.**

Heritage Partners Group III, Inc., a corporation organized and existing under Chapter 607 of the Florida Business Corporation Act, does hereby certify that Article X of the existing Articles of Incorporation having been filed with the Department of State of the State of Florida on October 7, 1993, under document number P93000070959, shall be deleted in its entirety, and Article IV of such Articles of Incorporation was duly amended to read as follows:

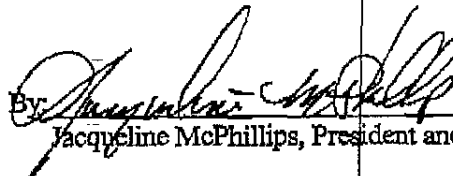
ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation shall have the authority to issue is ten thousand (10,000) consisting of one hundred (100) shares of Class 1 common stock, no par value, and nine thousand nine hundred (9,900) shares of Class 2 common stock, no par value. The relative rights, preferences and limitations of each series of common stock shall be identical in every respect, except that all voting rights shall be vested exclusively in the Class 1 common stock and each holder of Class 1 common stock shall be entitled to notice of all meetings of shareholders and shall be entitled to one vote per share for each share of Class 1 common stock held by such holder at such meeting of shareholders and in respect to any matter on which shareholders have a right to vote; and the Class 2 common stock shall not have any voting rights (except as otherwise may be required by law).

The foregoing amendment was duly adopted by the unanimous consent of the Board of Directors and shareholders of the corporation on March 19, 2003, in accordance with Section 607.1003 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned authorized officer of the corporation has signed these Articles of Amendment on this 19 day of March, 2003.


Jacqueline McPhillips, President and Secretary

This document was drafted by and is returnable to:

Hal Karas, Esq.
Michael Best & Friedrich LLP
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