

P93000076541

LAW OFFICES
OZARK & PERRON, P.A.

2808 MANATEE AVENUE WEST
BRADENTON, FLORIDA 34205
(941) 750-9760

DAMIAN M. OZARK
ANDRER. PERRON*

TELECOPIER
(941) 750-9761

BOARD CERTIFIED IN BUSINESS LITIGATION

April 17, 1998

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*****35.00 *****35.00

VIA UPS NEXT DAY AIR

Secretary of State
Corporate Records Bureau
Division of Corporations
Amendment Section
409 E. Gain Street
Tallahassee, Florida 32399

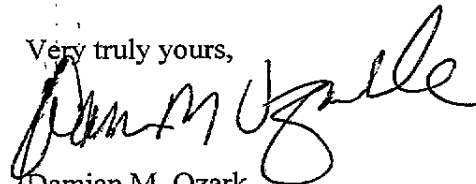
Re: Meridian Investment & Management, Inc.

Dear Secretary of State:

Enclosed are duplicate originals of Articles of Amendment to the Articles of Incorporation of Meridian Investment & Management, Inc., along with a check in the amount of \$35.00 for the filing of same.

We request that you forward a copy of the Articles of Amendment once same is properly recorded. Thanking you in advance, I am

Very truly yours,


Damian M. Ozark

DMO/dmo
enclosures

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FILED
58 MAY -1 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TUE MAY 1 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 23, 1998

DAMIAN M. OZARK, ESQ.
LAW OFFICE A. OZARK & PERRON, P.A.
2808 MANATEE AVENUE WEST
BRADENTON, FL 34205

SUBJECT: MERIDIAN INVESTMENT & MANAGEMENT, INC.
Ref. Number: P93000076541

We have received your document for MERIDIAN INVESTMENT & MANAGEMENT, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 098A00022083

RECEIVED
98 MAY - 1 AM 11:01
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MERIDIAN INVESTMENT & MANAGEMENT, INC.

FILED
98 MAY -1 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, and the By-Laws of this Corporation, hereby adopts the following amended and restated Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

MERIDIAN INVESTMENT & MANAGEMENT, INC.

Article 2. Principal Office or Mailing Address. The principal office or mailing address of the Corporation is:

**530 ½ Old Main Street
Bradenton, Florida 34205**

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

(A) To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities as evidence of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of any state, district, territory or country, to purchase, hold as an investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder of pledges of such stocks, or security, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds, or other securities, or evidences of indebtedness or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation;

(B) To acquire by purchase or otherwise the goodwill, business property rights, franchise and assets of every kind and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to those purposes, and to take up any

businesses, similar or incidental to the business in which this corporation is engaged, as to going concern or otherwise (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part thereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise; to hold, maintain and operate or in any manner dispose of the whole or any part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of business.

(C) To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings.

(D) To purchase, take, acquire, lease, hold, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto;

(E) To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend the trade and business interest of the corporation, association, firms and individuals;

(F) To borrow money, to give its promissory notes or other evidence of indebtedness therefor, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but not thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;

(G) To make by-laws and regulations not inconsistent with the constitution or laws of the United States, or of this state, or of the Charter of the corporation; to have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and

personal property of every class and description and for the purposes of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural partnership or natural person could do and exercise, as may be authorized by law.

(H). To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose enumerated above limits this general purpose in any way.

(I). To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. This corporation is authorized to issue Thirty Thousand (30,000) shares of One Dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

This corporation is also authorized to issue Three Thousand (3,000) shares of One Hundred Dollars (\$100.00) par value voting preferred stock, which may be fractional shares. Each share of preferred stock shall be cumulative and shall receive distributions in the form of dividends at the rate of 10%. All Shares of preferred stock shall also be non-participating and callable at 105% of par value.

Article 6. Registered Agent. The street address of the Registered Office Registered Agent and the name of the Corporation's Registered Agent at that address is

Damian M. Ozark, Esquire
Ozark & Perron, P.A.
2808 Manatee Avenue West
Bradenton, Florida 34205

Article 7. Board of Directors. This corporation shall have five (5) directors ly. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than two (2) and said corporation is authorized to have five (5) directors at any one time. The names and addresses of the directors are:

Margaret M. Cline	530 ½ Old Main St., Bradenton, Florida 34206
Eleanor D. Perkins	530 ½ Old Main St., Bradenton, Florida 34206
John D. Lehman	530 ½ Old Main St., Bradenton, Florida 34206
Myrtice Watson	530 ½ Old Main St., Bradenton, Florida 34206
Ronald Reagan	530 ½ Old Main St., Bradenton, Florida 34206

Article 8. Action Without Meeting. Any action required or permitted to be taken by the board of directors or the shareholders at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors or shareholders, as the case may be.

Article 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, upon a majority vote of the shareholders, and any right conferred upon the Shareholders is subject to this reservation.

Article 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 11. Miscellaneous.

(A) The board of directors may authorize any officer or agent to enter into any contract or to execute any instrument for the corporation. Such authority may be general or be confined to specific instances.

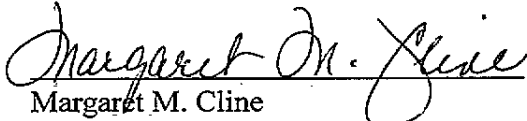
(B) Certificates representing shares of the corporation shall be in such form as the board of directors shall determine. Transfers of shares shall be made only on the stock transfer books of the corporation. (Certificates are not required).


Article 12. Shareholder Actions. A simple majority vote of all the shareholders entitled to vote shall be required for any action in which shareholders are entitled to vote.

Article 13. Effective Date. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence commenced is the date of execution by the incorporator of the original Articles of Incorporation. This Amendment to the Articles of Incorporation is effective upon execution and, if this Amendment is not filed within the time period set forth in Florida Statutes, the effective date of these Amended Articles is the date of filing by the Secretary of State.

Approval of Amendment. The number of shareholder votes cast for this Amendment is sufficient for Approval of this Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Amendment to the Articles of Incorporation on this 6 day of April, 1998.


Margaret M. Cline
Chairman of The Board

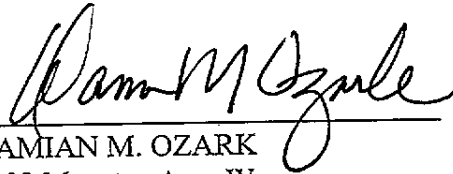

Eleanor B. Perkins
Corporate Secretary

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **MERIDIAN INVESTMENT & MANAGEMENT, INC.**, which is contained in the foregoing Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 6th day of April, 1998.



DAMIAN M. OZARK
2808 Manatee Ave. W.
Bradenton, Florida 34205
Registered Agent