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September 2, 1997

**VIA FEDEX DELIVERY**

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301

300002283793--1  
-09/03/97--01045--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**RE: ARTICLES OF AMENDMENT - PRITCHARD, HUBBLE & HERR, INC.**

Dear Madam or Sir:

Enclosed please find two (2) fully executed originals of the Articles of Amendment to the Articles of Incorporation of Pritchard, Hubble & Herr, Inc.

Please file these Articles of Amendment of record, and furnish me an approval stamped copy of the filed Articles. Also enclosed is this firm's check, in the amount of thirty-five (\$35.00), for the filing fee.

These are being delivered to you by FedEx on September 3, 1997, and I would like to reflect them as having been filed of record on that date, if possible.

Thank you for your cooperation and assistance. If you should have any questions, please do not hesitate to give me a call.

Very truly yours,



L. JAMES DICKSON

Enclosures

*Amend*

VS SEP 11 1997

FILED  
97 SEP -3 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
PRITCHARD, HUBBLE & HERR, INC.**

**FILED**  
97 SEP -3 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**1     Amendment.**

Article 4 of the Articles of Incorporation of PRITCHARD, HUBBLE & HERR, INC., a Florida corporation organized pursuant to the provisions of the Florida Business Corporation Act, Chapter 607 FLORIDA STATUTES, is hereby amended to read in its entirety as follows:

**Article 4  
Capital Stock**

This Corporation shall be authorized to issue Six Million (6,000,000) shares of Common Stock [each having a par value of (\$0.0001)], divided into Three Million (3,000,000) shares of Class A Voting Common Stock and Three Million (3,000,000) shares of Class B Nonvoting Common Stock. All shares of the Common Stock of the corporation shall have equal rights and privileges and, together, shall be entitled to receive the net assets of the corporation on dissolution, except that, unless otherwise prescribed by law, the shares of the Class B Nonvoting Common Stock shall not be entitled to vote on any corporate or shareholder action.


**2     Date of Adoption.**

The foregoing amendment was adopted on August 20, 1997.

**3     Shareholder Approval.**

The number of votes cast for the amendment by the shareholders was sufficient for approval. The holders of the Class A Voting Common Stock, and the holders of the Class B Nonvoting Common Stock comprised separate voting groups that were entitled to vote separately on the amendment set for in these Articles of Amendment. The number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, these Articles of Amendment have been executed as of August 20, 1997.

  
\_\_\_\_\_  
KENT R. HERR  
Chairman of the Board