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REFERENCE : 390223 4728359

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 14, 1997

ORDER TIME : 9:19 AM

ORDER NO. : 390223-005

CUSTOMER NO: 4728359

CUSTOMER: Randy Sterns, Esq  
Bush Ross Gardner Warren &  
220 South Franklin Street

Tampa, FL 33602

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FILED  
97 MAY 14 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DOMESTIC AMENDMENT FILING

NAME: BERKSHIRE FINANCIAL GROUP, INC

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

5/14  
Jon  
Amend  
C.C.

97 MAY 14 AM 10:34  
OFFICE OF CORPORATION

**BUSH ROSS GARDNER WARREN & RUDY, P.A.**

**ATTORNEYS AT LAW**

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PAUL D. WATSON  
DAVID B. WILLIAMS

May 13, 1997

**VIA HAND DELIVERY**

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Berkshire Financial Group, Inc.

Gentlemen:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Amendment to Articles of Incorporation, together with our firm check in the amount of \$87.50 in payment of the following charges:

1.	Fee for filing Articles of Amendment	\$35.00
2.	Fee for obtaining certified copy of Articles of Amendment	<u>52.50</u>
		\$87.50

I would appreciate having you file the original Articles of Amendment and return to me a certified copy of the Articles as filed. Thank you for your assistance in this matter.

Yours truly,

  
Randy K. Sterns

RKS/pl  
Enclosures

cc: Berkshire Financial Group, Inc.

123276.01

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
BERKSHIRE FINANCIAL GROUP, INC.

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TALLAHASSEE FLORIDA

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Berkshire Financial Group, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article 3 in its entirety and by substituting, in lieu thereof, the following:

"Article 3 - Authorized Shares

The aggregate number of shares of stock authorized to be issued by this corporation shall be 50,000 shares of common stock, each with a par value of \$.10. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholders meeting, to cast one vote on each matter with respect to which shareholders have the rights to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1 above has been duly adopted in accordance with the provisions of §§607.0821, .0704, and .1003, Florida Statutes, by a majority of the shareholders and directors having executed a written statement, dated May 13, 1997 manifesting their intentions that the amendment be adopted; and the number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 13th day of May, 1997.

BERKSHIRE FINANCIAL GROUP, INC.

  
Lilies R. Hooi, President