

Stocks . Bonds . Mutual Funds . Insurance MEMBER NASD/SIPC

94000049985

August 17, 2001

State of Florida Division of Corporations **Amendment Section** P.O. Box 6327 Tallahassee, FL 32314

Dear Friends,

Please find the enclosed Amendment to our Articles of Incorporation, amendment forms and \$35 amendment fee.

Thank you for your consideration of this request.

Respectfully Yours,

Richard L. Barrett

President

1400 Colonial Drive, Suite 21 • Fort Myers, FL Ph. 941.790.0200 • Fax 941.790.0206 Toll Free 800.738.4736

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Aller Douglas Direct, Incorporated

P9400049985
(Document Number of Corporation (If known)

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

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SECRETARY OF STATE
SECRETARY OF STATE

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

See Atch

THIRD:	The date of each amendment's adoption:	
FOURTH	: Adoption of Amendment(s) (CHECK ONE)	
81	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	
	"The number of votes cast for the amendment(s) was/were sufficient for approval by(voting group)	<u>, , , , , , , , , , , , , , , , , , , </u>
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
Signature_	Signed this	-, <u>**</u> -
	OR	
	(By a director if adopted by the directors)	
	OR	
	(By an incorporator if adopted by the incorporators)	
	(Typed or printed name)	
	() A control (control (
		
	(Title)	

AMENDMENT TO

ARTICLES OF INCORPORATION

OF

ALLEN DOUGLAS DIRECT, INCORPORATED

THE UNDERSIGNED, being the President of ALLEN DOUGLAS DIRECT, INC. does hereby amend the Articles of Incorporation of ALLEN DOUGLAS DIRECT, INC. as follows:

ARTICLE III

The aggregate number of shares that this corporation has authority to issue is 20,000,000 shares of capital stock of the par value of \$1.00 each, all of which shall have the same rights and privileges.

Each share of capital stock shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, but such consideration shall have a value of not less than par value of such shares. They may be paid for in cash or other property, tangible or intangible, or in labor or services actually performed by the corporation.

I hereby certify that the following was adopted by a majority unanimous vote of the shareholders and directors of the corporation on June 5, 1995, and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation this on August 17, 2001.

Richard L. Barrett

President

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

Subscribed and Sworn to before me on:

RICHARD J. NUSS, JR.
Notary Public - State of Rorida
My Commission Expires Oct 22, 2004
Commission # CC977009

NOTARY SEAL

8-17-01

(Date)

NOTARY SIGNATURE