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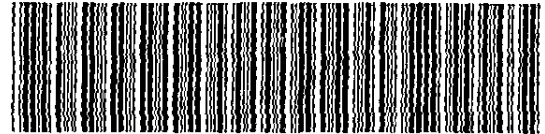
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.

C. Coulliette JAN 26 2006

VASON & SHIPLEY
ATTORNEYS AT LAW
501 EAST FIFTH AVENUE
MOUNT DORA, FLORIDA 32757-5623
WWW.VASONLAW.COM

ROBERT F. VASON, JR., P.A.
CHRISTOPHER J. SHIPLEY, P.A.

TELEPHONE: (352) 383-4151
FACSIMILE: (352) 383-2311

January 19, 2006

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Porter Associates, Inc.

Dear Sir or Madam:


Enclosed please find original and one (1) copy of Articles of Amendment for Porter Associates, Inc., accompanied by our remittance in the amount of \$43.75 representing the following fees:

Filing Fee:	\$ 35.00
Certified Copy:	\$ 8.75
Total	<u>\$43.75</u>

I would sincerely appreciate your filing the enclosed Articles of Amendment and then mailing to us a certified copy of the filed Articles.

Should you have any questions, please do not hesitate to contact me. Thank you for your assistance in this regard.

Very truly yours,


ROBERT F. VASON, JR.

RFV/kkm
Enclosures
cc: Porter Associates, Inc.

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
PORTER ASSOCIATES, INC.**

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.

**ARTICLE I
AMENDMENT ADOPTED**

Amendment Adopted: Article IV of the Articles of Incorporation of Porter Associates, Inc., filed in the Office of the Secretary of State on December 19, 1994, is hereby deleted in its entirety and the following Article IV is substituted in its place and stead:

**ARTICLE IV
CAPITAL STOCK**

Capital Stock: The aggregate number of shares of capital stock which this Corporation shall have authority to issue shall be Ten (10) shares of Voting Common Stock, each with a par value of Five Dollars (\$5.00) per share, and Two Thousand (2,000) shares of Non Voting Common Stock, each with a par value of Five Dollars (\$5.00) per share. The holders of the Voting Common Stock and Non Voting Common Stock shall have the same rights, privileges and powers, including but not limited to the right to participate in dividends, except that the holders of the Non Voting Common Stock shall have no voting rights and all voting rights shall be vested exclusively in the holders of the Voting Common Stock

**ARTICLE II
EFFECTIVE DATE**

Effective Date: The effective date of this Amendment to the Articles of Incorporation of Porter Associates, Inc. is January 1, 2006.

**ARTICLE III
IMPLEMENTING AMENDMENT**

Implementing Amendment: The foregoing amendment shall be implemented by all shareholders of Porter Associates, Inc., surrendering to the Board of Directors all of their respective shares of stock in Porter Associates, Inc. and receiving in exchange for each share of stock surrendered twenty (20) shares of Non Voting Common Stock and one-tenth (1/10) of one share of Voting Common Stock, all with a par value of Five and No/100 Dollars (\$5.00) each.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLE IV
ADOPTION OF AMENDMENT**

Adoption of Amendment: The foregoing Amendment was unanimously approved by the Board of Directors of Porter Associates, Inc., at a duly called meeting held on January 18, 2006 and approved at a shareholder's meeting on that same date by a unanimous vote of the holders of all classes of stock entitled to vote thereon.

Dated this 18 day of January, 2006.

PORTER ASSOCIATES, INC.

BY: Frank L. Porter, III
FRANK L. PORTER, III

Attest:

Donna H. Porter
DONNA H. PORTER

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 18 day of January, 2006, by Frank L. Porter, III and Donna H. Porter, the President and Secretary, respectively, of Porter Associates, Inc.

- (X) who are personally known to me and did not take an oath.
- () who have produced _____ as identification and did take an oath stating they were indeed the persons set forth herein.

Karen K. Maxwell
NOTARY PUBLIC- State of Florida
My Commission Expires:

