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DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

FILED
98 DEC 24 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Account Number FCA-000000017

Reference:
(Sub Account)

Date:

12-24-98

Requestor Name: Carlton Fields

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

900002721599-6

Contact Name: Debra Naughton (x293)

Corporation Name:

Entity Number (if applicable):

Authorization:

Debra Naughton

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Certified Copy (1-9)

UCC'S

Certificate of Status

New Filings

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Annual Report

Fictitious Name

Amendments

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Client: 41874 Matter: 92590

TAL#501656.01

Amend.

VS DEC 24 1998

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
NEVILLE & COMPANY, A FLORIDA CORPORATION**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Neville & Company, a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation, to be effective on December 23, 1998:

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**ARTICLE I
Name**

The name of the corporation is Neville & Company.

**ARTICLE II
First Amendment**

The text of the first amendment to the Corporation's Articles of Incorporation is:

Article III of the Articles of Incorporation of the Corporation is hereby amended, revised and restated in its entirety to read as follows:

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock, consisting of two series of common stock described as follows: one series of common stock designated as Series A common stock, consisting of ten thousand (10,000) shares of common stock, which shall have the entire voting power of the Corporation, and a second series of common stock designated as Series B common stock, consisting of ninety thousand (90,000) shares of common stock, which shall have no voting rights. Each pre-existing share of authorized and issued common stock shall be exchanged and substituted for each of the following: (i) ten (10) shares of Series A common voting stock and (ii) ninety (90) shares of Series B common non-voting stock.

**ARTICLE III
Second Amendment**

The text of the second amendment to the Corporation's Articles of Incorporation is:

Article VII of the Articles of Incorporation of the Corporation is hereby added, to state as follows:

ARTICLE VIII

The shareholders holding Series A shares of this Corporation may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the Florida Business Corporation Act, as amended from time to time. The adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater. Except as provided explicitly herein, the power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in the board of directors.

ARTICLE IV Third Amendment

The text of the third amendment to the Corporation's Articles of Incorporation is:

Article IX of the Articles of Incorporation of the Corporation is hereby added, to state as follows:

ARTICLE IX

No shares of stock in this Corporation, whether Series A common voting stock or Series B common non-voting stock, nor any right, title or interest therein (including any legal or beneficial interest therein), may be transferred voluntarily, by operation of law, under compulsion, or otherwise (whether by sale, gift, conveyance, grant, encumbrance, pledge, hypothecation, assignment, transfer by operation of law, or otherwise), except in full and complete compliance with and upon the terms and conditions of any then existing Shareholders Agreement between and among the Corporation and the shareholders of the Corporation.

ARTICLE V Date of Adoption

These amendments were adopted on the 22 day of December, 1998, to be effective on December 23, 1998.

ARTICLE VI Manner of Adoption

The amendments were duly approved by the sole shareholder of the Corporation and the number of votes cast for the amendments by the shareholder were sufficient for approval of all amendments.

Dated this 22 day of December, 1998

NEVILLE & COMPANY
A Florida corporation



William V. Neville, III
Its President

