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BASIC AMENDMENT

BEHNKE & ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	1
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*requested April 1, 2005 (we did not receive)*  
*spoke w Linda - will backdate ac 4/5*

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ac amend

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**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
BEHNKE & ASSOCIATES, INC.**

According to the provisions of the Florida Business Corporation Act, the undersigned, Fred Behnke, being the President of Behnke & Associates, Inc., a Florida corporation (the "Corporation"), does hereby certify:

1. The name of the corporation is BEHNKE & ASSOCIATES, INC.
2. The Articles of Incorporation of the Corporation were filed with the Florida Department of State on March 3, 1995.
3. The Articles of Incorporation of the Corporation are hereby amended to modify several provisions thereof. The Articles effected by this Amendment are hereby amended and restated in their entirety to read as follows:

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors shall be vested in the holders of the issued and outstanding stock of the Corporation.

**ARTICLE X - BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors.

**ARTICLE XIII - MANAGEMENT OF CORPORATION ACCORDING TO BYLAWS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be

managed, in accordance with the Bylaws of the Corporation as amended from time to time.

**ARTICLE XIV - POWERS**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE XIX - DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of directors present shall be the act of the Board of Directors.

**ARTICLE XXI - CONSIDERATION FOR SHARES OF STOCK**

Shares of stock in the Corporation may be issued for any consideration regarded as adequate by the Board of Directors.

**ARTICLE XXII - INDEMNIFICATION**

This Corporation may, but is not required to, indemnify any officer or director as provided in the Bylaws of the Corporation as amended from time to time.

**ARTICLE XXIV - AMENDMENT**

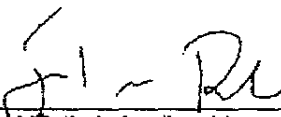
This Corporation may amend its Articles of Incorporation at any time to add or change a provision that is required or permitted in the Articles of Incorporation, or to delete a provision not required in the Articles of Incorporation, upon a majority vote of the holders of the issued and outstanding stock of the Corporation.

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4. The effective date of adoption of the each of the foregoing Amendments is March 10, 2005.

5. The foregoing amendments were authorized by the joint written consent of the Board of Directors and Shareholders of the Corporation, effective March 10, 2005. The number of votes cast for the foregoing amendments by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Amendment to the Articles of Incorporation, effective the 10<sup>th</sup> day of March, 2005.



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Fred A. Behnke, President

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