P95000033879

Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
C. M. COLE & ASSOCIATES, INC.

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T. LEMIEUX DEC 20 2012

12/20/2012 12:30 8656336092 CT CORPORATION PAGE 01/05

Articles of Amendment
to
Articles of Incorporation
of

C.M. Cole & Associates, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P95000033879

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

n/a

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp," "Inc," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

n/a

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

n/a

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent n/a

(Florida street address)

New Registered Office Address: ______________________ *(City)*, Florida ________ *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

____
Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)
Please note the officer/director title by the first letter of the office title:
P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.
Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.
Example:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ____ Change	____	n/a	____
____ Add			____
____ Remove			____
2) ____ Change	____	____	____
____ Add			____
____ Remove			____
3) ____ Change	____	____	____
____ Add			____
____ Remove			____
4) ____ Change	____	____	____
____ Add			____
____ Remove			____
5) ____ Change	____	____	____
____ Add			____
____ Remove			____
6) ____ Change	____	____	____
____ Add			____
____ Remove			____

E. If amending or adding additional Articles, enter change(s) here:
(Attach *additional sheets, if necessary*). *(Be specific)*

Article Third of the Articles of Incorporation of the Corporation is hereby amended and hereafter restated to read in its entirety as follows: The aggregate number of shares that the Corporation is authorized to issue is One Thousand (1,000), consisting of Eight (8) shares of Class A voting common stock without par value ("Class A Common Stock") and Nine Hundred Ninety Two (992) shares of Class B non-voting common stock without par value ("Class B Common Stock"). Each share of Class A Common Stock and Class B Common Stock shall entitle the holder thereof to the same rights, privileges and preferences, except that shares of Class B Common Stock shall be non-voting except as permitted by law. Upon the filing of these Articles of Amendment, each share of common stock outstanding immediately prior to such filing ("Old Common Stock") shall be reclassified and exchanged into an 8/1000ths share of Class A Common Stock and a 992/1000ths share of Class B Common Stock.

F. 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:
(if not applicable, indicate N/A)

Each stock certificate that, immediately prior to the filing of these Articles of Amendment, represents shares of Old Common Stock shall, from and after the filing of these Articles of Amendment, automatically and without the necessity of presenting the same for exchange, represent an 8/1000ths share of Class A Common Stock and a 992/1000ths share of Class B Common Stock; provided, however, that each holder of record of a certificate that represents shares of Old Common Stock shall receive, upon surrender of such certificate, new certificates representing the Class A Common Stock and Class B Common Stock into which the shares of Old Common Stock represented by such certificate having been reclassified and exchanged.

The date of each amendment(s) adoption: December 19, 2012

Effective date if applicable: Upon filing

(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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)

☐ 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.

Dated December 19, 2012

Signature Charles M Cole

(By a director, president or other officer – If directors or officers have not been selected, by an incorporator – If in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Charles M. Cole

(Typed or printed name of person signing)

Director

(Title of person signing)