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July 2, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-07/05/01--01066--012
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Gentlemen:

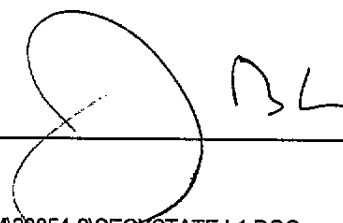
Re: Greer Capital Management Company

Enclosed are the original and a copy of an Amendment to the Articles of Incorporation of the captioned corporation. Please file the original and return the copy certified.

A check in the amount of \$43.75 is enclosed to cover the \$35.00 filing fee and the \$8.75 fee for the certified copy.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By  _____

N:\JBM20854-2\SECYSTATE L1.DOC
Enclosures

FILED
01 JUL -5 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN JUL 10 2001

**AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GREER CAPITAL MANAGEMENT COMPANY**

FILED
01 JUL -5 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GREER CAPITAL MANAGEMENT COMPANY, a Florida corporation, under its corporate seal and the hands of its President and attested to by its Secretary, hereby certifies that:

Upon the proposal of the Board of Directors of the corporation adopted on May 23, 2001, and by vote of holders of the outstanding stock of the corporation on June 29, 2001, sufficient for approval, the Shareholders resolved, that, effective on the date of filing with the Department of State of Florida, the Certificate of Incorporation of Greer Capital Management Company, which was approved and filed in the office of the Secretary of State at Tallahassee, Florida, on May 11, 1995, be amended by striking Article V thereof in its entirety and by substituting therefor the following:

ARTICLE V

Capital Stock

The corporation is authorized to issue One Million (1,000,000) shares of common capital stock with a par value of \$.01 per share (the "Common Stock").

No holders of shares of the corporation shall have any preferential or preemptive rights to subscribe for, purchase or receive any shares of the corporation, or any options or warrants for such shares, or any rights to subscribe for, purchase or receive any securities convertible to or exchangeable for shares, which may be issued, sold or offered for sale by the corporation, except in the case of any agreement authorized by the Board of Directors specifically granting such rights to a holder of shares of the corporation.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and attested by its Secretary this 29th day of June, 2001.

(CORPORATE SEAL)

GREER CAPITAL MANAGEMENT COMPANY

By William T. Kemble, Jr.
William T. Kemble, Jr., President

ATTEST:

J. Bradford Greer
J. Bradford Greer, Secretary

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