



P95000058256

ACCOUNT NO. : 072100000032

REFERENCE : 606044 7101964

AUTHORIZATION : Patricia Pajito

COST LIMIT : \$ 70.00

ORDER DATE : November 19, 1997

ORDER TIME : 10:03 AM

ORDER NO. : 606044-010

CUSTOMER NO: 7101964

CUSTOMER: Russell W. Divine, Esq  
Divine & Estes, P.a.  
P. O. Box 3629

Orlando, FL 32802-3629

FILED  
97 NOV 19 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

900002351599-3

DOMESTIC AMENDMENT FILING

NAME: WCG, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

AMCRG 11/19

RECEIVED  
97 NOV 19 AM 10:37  
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
of  
WCG, INC.,  
a Florida corporation**

**FILED**  
97 NOV 19 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, as President of WCG, INC., a corporation organized and existing under the laws of the state of Florida (the "Corporation"), having its principal place of business at 800 South Orlando Avenue, Maitland, Florida 32751, does hereby files the following Articles of Amendment:

1. The name of the Corporation is WCG, INC.
2. On AUGUST 20<sup>th</sup>, 1997, at a special joint meeting, the Board of Directors and Shareholders of the Corporation unanimously adopted the following Resolution:

**WHEREAS**, the Corporation filed Articles of Incorporation on July 28, 1995; and

**WHEREAS**, the Shareholders and the Board of Directors deem it desirable that Article IV of the Articles of Incorporation of the Corporation be amended to provide for two separate classes of stock, one voting and one non-voting, as set forth herein,

**NOW, THEREFORE**, be it resolved that Article IV of the Articles of Incorporation of the Corporation be amended so as to read as follows:

**ARTICLE IV**

The Corporation shall have two classes of stock as follows:

1. Class A - Voting Common Stock. The Corporation is authorized to have outstanding, at any time, 10,000 shares of voting common capital stock having a \$1.00 per share par value.
2. Class B - Non-Voting Common Stock. This Corporation is authorized to have outstanding at any time, 10,000 shares of non-voting common capital stock having a \$1.00 per share par value.

3. Each share of common stock of the Corporation which is presently issued and outstanding shall be converted to one share of Class A voting Common Stock.

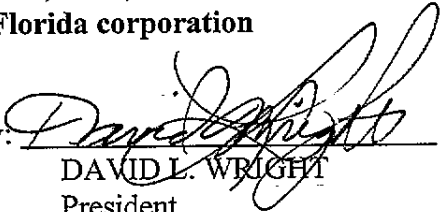
4. Each share of Class A Common Stock and Class B Common Stock shall represent an equal interest in the equity of the Corporation, except that the Class A shares shall have voting rights, and the Class B shares shall have no voting rights.

**BE IT FURTHER RESOLVED** that the officers of this Corporation prepare, execute, and file with the Florida Secretary of State, Articles of Amendment setting forth the foregoing, and upon the filing of said Articles, the Articles of Incorporation of the Corporation shall be amended as set forth in this Resolution.

3. The foregoing amendment was approved by the Shareholders of the Corporation and the number of votes cast by the Shareholders was sufficient for approval.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be executed this 17<sup>th</sup> day of NOVEMBER, 1997.

**WCG, INC.,**  
**a Florida corporation**

By:   
DAVID L. WRIGHT  
President

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of November, 1997, by **David L. Wright**, as President of **WCG, Inc.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced ✓ as identification.

Karen Keene

NOTARY PUBLIC

Print Name: Karen Keene

Commission No.:

My Commission Expires:



Karen Keene  
My Commission CC624327  
Expires February 25, 2001