1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 9171
904 222 0193 FAX

800-342-8086

P95000061851

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 657123 5310A

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 122.50

ORDER DATE : August 10, 1995

ORDER TIME : 9:45 AM

ORDER NO. : 657123

CUSTOMER NO: 5310A

4000001571--2864

CUSTOMER: Michael S. Murray, Esq
FOWLER WHITE GILLEN BOGGS
VILLAREAL & BANKER, P.A.
501 E. Kennedy Blvd., ste. 1700
P.o. Box 1438
Tampa, FL 33602

DOMESTIC FILING

NAME: W. C. DUDNEY, INC.

FILED
95 AUG 10 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS: AUG 10 1995 BSB

FILED
95 AUG 10 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

W. C. DUDNEY, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

W. C. Dudney, Inc.

The principal office and mailing address of this corporation shall be:

2903 Villa Rosa
Tampa, Florida 33611

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

FILED
95 AUG 10 PM 1:31
TALLAHASSEE, FLORIDA

ARTICLE IV

General Powers

The corporation shall have power:

(a) To sue and be sued, complain, and defend in its corporate name.

(b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.

(c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of $1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 2903 Villa Rosa, Tampa, Florida 33611 and the name of the corporation's initial registered agent at such address is William C. Dudney, III. The corporation may change its registered office or its registered agent or both by filing with the

Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as the sole member thereof is as follows:

Name	Address
William C. Dudney, III	2903 Villa Rosa Tampa, Florida 33611

ARTICLE VIII

Incorporator

The name and address of the incorporator of this corporation is as follows:

Name	Address
William C. Dudney, III	2903 Villa Rosa Tampa, Florida 33611

ARTICLE IX

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

William C. Dudney III

William C. Dudney, III

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 7th day of August, 1995, by WILLIAM C. DUDNEY, III, who is personally known to me or who has produced ______________________ as identification.

Susan C. Moore

Susan C. Moore

Print Name

Notary Public

My Commission Expires:

OFFICIAL SEAL
SUSAN C. MOORE
My Commission Expires
April 13, 1996
Comm. No. CC 185319

CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature William C Dudney III

William C. Dudney, III
Registered Agent

Date Aug. 7, 1995

FILED
95 AUG 10 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MSM\docs\306

P950000061851

CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 672986 5310A

AUTHORIZATION : Patricia Pizzuto.

COST LIMIT : $ 122.50

ORDER DATE : August 31, 1995

ORDER TIME : 3:12 PM

ORDER NO. : 672986

CUSTOMER NO: 5310A

CUSTOMER: Debbie Baker, Legal Assistant
Fowler White Gillen Boggs
P. O. Box 1438

Tampa, FL 33601

FILED
95 AUG 31 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

WILLIAM C. DUDNEY, III, M.D.,
P.C.

INTO

W. C. DUDNEY, INC.

merger

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

591

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _______

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

WILLIAM C. DUDNEY, III, M.D., P.C., a GA Corp. not qualified in Florida

INTO

W. C. DUDNEY, INC., a Florida corporation, P95000061851

File date: August 31, 1995

Corporate Specialist: Susan Payne

Account number: 072100000032 Account charged: 122.50

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 1, 1995

CSC NETWORKS
LORI DUNLAP
TALLAHASSEE FL 32301

SUBJECT: W. C. DUDNEY, INC
Ref. Number: P95000061851

We have received your document for W. C. DUDNEY, INC. and the authorization to debit your account in the amount of $122.50. However, the document has not been filed and is being returned for the following:

Section 621.13, Florida Statutes, states that a professional corporation or a professional limited liability company organized under this act shall exchange shares or merge only with other domestic professional corporations or professional limited liability companies organized under this act to render the same specific professional service.

SINCE THE FLORIDA CORPORATION IS CHANGING TO A PROFESSIONAL ASSOCIATION IN THE RESTATED ARTICLES, IT IS POSSIBLE TO FILE THE RESTATED ARTICLES FIRST AND THEN MERGE THE GEORGIA CORPORATION INTO IT. THE NAME OF THE SURVIVOR WOULD HAVE TO BE CHANGED THROUGHOUT THE MERGER DOCUMENT

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 795A00040758

PLAN AND ARTICLES OF MERGER

FILED
95 AUG 31 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS PLAN AND ARTICLES OF MERGER is entered into this 30th day of August, 1995, by and between W. C. DUDNEY, INC., a corporation organized and existing under the laws of the State of Florida ("Surviving Corporation") and WILLIAM C. DUDNEY, III, M.D., P.C., a corporation organized and existing under the laws of the State of Georgia ("Merged Corporation").

W I T N E S S E T H:

WHEREAS, Surviving Corporation, by its Certificate of Incorporation, which was filed in the office of the Secretary of State of Florida on August 10, 1995, has an authorized capital stock of 10,000 shares of $1.00 par value common capital stock, of which 100 shares are issued and outstanding on the date of the execution hereof; and

WHEREAS, Merged Corporation, by its Certificate of Incorporation, which was filed in the office of the Secretary of State of Georgia on December 31, 1981, has an authorized capital stock of 100,000 shares of $1.00 par value common capital stock, of which 500 shares are issued and outstanding on the date of the execution hereof; and

WHEREAS, the Board of Directors and the sole shareholder of the parties hereto (the "Merging Corporations") have duly approved and authorized the merger of Merged Corporation into Surviving Corporation pursuant to the plan of merger set forth herein, and the execution and filing of same with the Secretary of State of Florida and Georgia in the manner prescribed by the laws of the State of Florida and the State of Georgia.

NOW, THEREFORE, the plan and articles for merging Merged Corporation into Surviving Corporation are as follows:

ARTICLE I
Merger and Effective Date

Merged Corporation shall be and is hereby merged into Surviving Corporation, and Surviving Corporation shall and does hereby merge Merged Corporation into itself. Upon the approval by the Secretary of State of Florida and Georgia and the payment of all fees and taxes required by the State of Florida and Georgia, this Plan and Articles of Merger shall be filed with the Secretary of State of Florida and Georgia, effective as of the close of business on August 30, 1995.

ARTICLE II
Conversion of Shares

The manner of converting the outstanding shares of capital stock of each of the merging corporations into the shares of Surviving Corporation, on the basis of fair market values assigned to said outstanding shares, shall be as follows:

(a) Each one share of Merged Corporation common stock which shall be issued and outstanding immediately before the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, shall be converted at the Effective Date into one fully paid share of Surviving Corporation common stock, and outstanding certificates representing shares of Merged Corporation shall thereafter represent shares of Surviving Corporation. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

(b) Each share of $1.00 par value common capital stock of Surviving Corporation authorized and issued on the effective date of the merger hereof shall continue and remain unchanged as one share of $1.00 par value common capital stock of Surviving Corporation.

ARTICLE III
Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) Until altered, amended or repealed as therein provided, the existing bylaws of Surviving Corporation shall continue as the bylaws of Surviving Corporation.

(b) The first annual meeting of the stockholders of Surviving Corporation to be held after the effective date of this merger shall be the annual meeting provided by the bylaws of Surviving Corporation.

(c) The first regular or annual meeting of the Board of Directors of Surviving Corporation to be held after the effective date of this merger may be called or may convene in the manner provided in the bylaws of Surviving Corporation.

(d) The officers and directors of Surviving Corporation on the effective date of this merger shall remain as the officers and directors of Surviving Corporation.

(e) Surviving Corporation shall pay all expenses incident to this merger.

(f) Neither of the Merging Corporations shall issue or sell or issue rights to subscribe to any shares of its capital stock, or shall declare any dividends on its capital stock, prior to the effective date of the merger.

(g) Neither of the Merging Corporations shall incur, prior to the effective date of the merger, any obligations not within the express contemplation of this Plan and Articles of Merger, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

(h) Upon the effective date of this merger, the separate existence of Merged Corporation shall cease, and Merged Corporation shall be merged into Surviving Corporation, in accordance with the provisions hereof and the laws of the State of Florida. Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Corporation, and shall have all of the rights, privileges, powers and franchises of Merged Corporation. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Corporation shall be vested in Surviving Corporation, and the title to any real estate, whether by deed or otherwise, vested in Merged Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Corporation shall be preserved unimpaired; and all debts, liabilities and duties of Merged Corporation shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Corporation. Surviving Corporation shall cause a copy of this Plan and Articles of Merger certified by the Department of State of the State of Florida to be filed in the office of the official who is the recording officer of each County in the State of Florida or Georgia in which real property, if any, of Merged Corporation is situated.

(i) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper officers and directors of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan and Articles of Merger.

(j) Surviving Corporation hereby undertakes that a request for publication of a Notice of Filing of the Articles of Merger and payment therefor will be made as required by O.C.G.A., Section 14-2-1105.1.

ARTICLE IV
Approval of Merger

The Merging Corporation do hereby acknowledge and confirm the following:

1. This Plan and Articles of Merger has been duly approved by the Board of Directors and the sole shareholder of the Surviving Corporation pursuant to Sections 607.1101 and 607.1103, Florida Statutes, and the undersigned officers of Surviving Corporation have been authorized and directed to execute same on behalf of Surviving Corporation.

2. This Plan and Articles of Merger has been duly approved by the Board of Directors and sole shareholder of the Merged Corporation pursuant to Sections 14-2-1101 and 14-2-1103, O.C.G.A. and the undersigned officers of the Merged Corporation have been authorized and directed to execute same on behalf of Merged Corporation.

IN WITNESS WHEREOF, the parties have caused this Plan and Articles of Merger to be executed by the President and Secretary of each of them, effective the date and year above-written.

W. C. DUDNEY, INC.

By: William C Dudney III
William C. Dudney, III,
President and Secretary

"Surviving Corporation"

WILLIAM C. DUDNEY, III, M.D., P.C.

By: William C Dudney III
William C. Dudney, III,
President and Secretary

"Merged Corporation"

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this [illegible] day of August, 1995, by WILLIAM C. DUDNEY, III, President and Secretary of W. C. DUDNEY, INC., a Florida corporation and WILLIAM C. DUDNEY, III, M.D., P.C., a Georgia corporation, who is personally known to me or who has produced [illegible] as identification.

[illegible]

[illegible]

Print Name

Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA

DEBORAH L BAKER
My Commission CC298225
Expires Jun. 20, 1997
Bonded by ANB
800-852-5878

MSM\342

800 342-8086

P95000061851

CSC network

ACCOUNT NO. : 072100000032

REFERENCE : 672986 5310A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 87.50

ORDER DATE : August 31, 1995

ORDER TIME : 3:14 PM

ORDER NO. : 672986

CUSTOMER NO: 5310A

CUSTOMER: Debbie Baker, Legal Assistant
Fowler White Gillen Boggs
P. O. Box 1438

Tampa, FL 33601

FILED
95 AUG 31 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

File 2nd

NAME: W. C. DUDNEY, INC.

___ ARTICLES OF AMENDMENT
XX___ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX___ CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

Restated Articles

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: ___

RESTATED ARTICLES OF INCORPORATION

OF

W. C. DUDNEY, INC.

WHEREAS, the Articles of Incorporation of W. C. DUDNEY, INC. were filed with and approved by the Secretary of State of the State of Florida on the 10th day of August, 1995; and

WHEREAS, it is the intention of all of the sole director and the sole stockholder of W. C. DUDNEY, INC. that the Articles of Incorporation of W. C. DUDNEY, INC. be amended and restated in their entirety to convert the corporation to a professional service corporation as described in Chapter 621, Florida Statutes, rather than a general corporation as described in Chapter 607, Florida Statutes.

WHEREAS, the proposed Restated Articles of Incorporation of W. C. DUDNEY, INC., hereinafter set forth was approved and adopted by all the sole director and the sole stockholder comprising the only voting group of stockholders of W. C. DUDNEY, INC., pursuant to the provisions of Florida Statutes, Sections 607.0821, 607.0704, 607.1003 and 607.1007 on the 30th day of August, 1995; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed restatement hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of W. C. DUDNEY, INC. are hereby amended and restated by deleting in their entirety the present Articles of Incorporation and by substituting therefor the following, to-wit:

ARTICLE I

Name and Address

The name of this corporation shall be:

W. C. Dudney, P.A.

The address of this corporation shall be 2903 Villa Rosa, Tampa, Florida 33611, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III

Business, Objects or Purposes

The general nature of the business to be transacted by this corporation or the objects or purposes of the corporation shall be as follows:

(a) To engage in the general practice of medicine.

(b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.

(c) To own real and personal property necessary for the rendering of the above professional services.

(d) In general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of $1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 2903 Villa Rosa, Tampa, Florida 33611, and the name of the corporation's initial registered agent at such address is WILLIAM C. DUDNEY, III. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VI

Board of Directors

The number of directors constituting the Board of Directors shall be one (1), and the name and address of the person who is to serve as the sole member thereof is as follows:

Name	Address
William C. Dudney, III	2903 Villa Rosa Tampa, Florida 33611

ARTICLE VII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, these Restated Articles of Incorporation are hereby executed on behalf of W. C. DUDNEY, INC. by its President and Secretary this 30th day of August, 1995.

W. C. DUDNEY, INC.

By: William C. Dudney III

William C. Dudney, III, President and Secretary

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this ______ day of ______________, 1995, by WILLIAM C. DUDNEY, III, President and Secretary of W. C. DUDNEY, INC., a Florida corporation, who is personally known to me or who has produced ______________ as identification.

____

____
Print Name

Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA

DEBORAH L. BAKER
My Commission CC298225
Expires Jun. 20, [illegible]
Bonded by ANB
800 852-5878

____

CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature William C. Dudney, III
William C. Dudney, III
Registered Agent

Date ______________________

CERTIFICATE PURSUANT TO SECTION 607.1007(4),
FLORIDA STATUTES

The undersigned does hereby certify this ___ day of ________, 1994, that the attached Restated Articles of Incorporation of W. C. Dudney, Inc. (the "Restatement") contains amendments requiring approval by the stockholders of the corporation, and that the Board of Directors and the sole stockholder comprising the only voting group of stockholders of the corporation approved and adopted the Restatement by written consent dated August 30, 1995, as provided in Sections 607.0821 and 607.0704, Florida Statutes.

W. C. DUDNEY, INC.

By: William C. Dudney, III
William C. Dudney, III,
President and Secretary

MSM\339