

P95000066936

PEEBLES & GRACY, P.A.

ATTORNEY AND COUNSELOR AT LAW

FREDERICK T. PEEBLES
1902 - 1982
GREGORY D. GRACY

July 23, 1998

FILED
AUG 17 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-07/27/98--01075--002
*****35.00 *****35.00

RE: CARROLL AND YOUNGREN ENTERPRISES, INC.

Dear Sir/Madam:

Please find enclosed the AMENDMENT TO ARTICLES OF INCORPORATION OF CARROLL AND YOUNGREN ENTERPRISES, INC. to be filed by your office.

Also enclosed is our check in the amount of \$35.00 for the costs of such filing.

Your assistance is appreciated. If anything further is required, please let us know.

Very truly yours


Gregory D. Gracy

GDG:bh

Enclosures

VS AUG 19 1998

Amend



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 29, 1998

GREGORY D. GRACY
826 BROADWAY
DUNEDIN, FL 34698

SUBJECT: CARROLL AND YOUNGREN ENTERPRISES, INC.
Ref. Number: P95000066936

We have received your document for CARROLL AND YOUNGREN ENTERPRISES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

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 (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 498A00039780

LAW OFFICE OF

PEEBLES & GRACY, P.A.

ATTORNEY AND COUNSELOR AT LAW

FREDERICK T. PEEBLES
1902 - 1982
GREGORY D. GRACY

August 12, 1998

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

ATTN: Velma Shepard, Corporate Specialist

RE: CARROLL AND YOUNGREN ENTERPRISES, INC.
REF. NUMBER P95000066936

Dear Ms. Shepard:

Enclosed is a copy of your letter dated July 29, 1998.

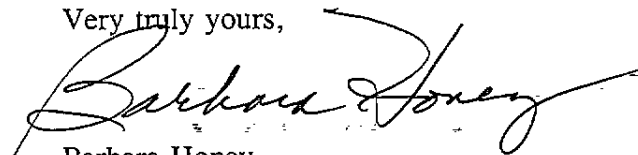
Also enclosed is the AMENDMENT TO ARTICLES OF INCORPORATION OF CARROLL AND YOUNGREN ENTERPRISES, INC. to be filed by your office. This document has been corrected in accordance with your instructions.

Our check for filing was mailed to you on July 23rd with the original, incomplete document.

I apologize for any inconvenience the omission has caused and appreciate your assistance in this matter. If anything further is required, please let me know.

Thank you.

Very truly yours,



Barbara Honey
Legal Assistant

Encls.

AMENDMENT TO ARTICLES OF INCORPORATION
of
CARROLL AND YOUNGREN ENTERPRISES, INC.

The Certificate of Incorporation of Carroll and Youngren Enterprises, Inc., heretofore approved and filed in the office of the Secretary of State, State of Florida, on the 29th day of August, 1995, is hereby amended in the following particulars:

"ARTICLE IV - CAPITAL STOCK. The corporation is authorized to issue Twelve Thousand (12,000) shares of common stock at Ten Dollars (\$10.00) par value, which shall be designated as "Common Shares."

CERTIFICATE OF APPROVAL OF AMENDMENT OF
ARTICLES OF INCORPORATION
of
CARROLL AND YOUNGREN ENTERPRISES, INC.

We, the undersigned, being the President and Secretary, respectively, of Carroll and Youngren Enterprises, Inc., hereby certify that the Board of Directors of the corporation did unanimously approve and recommend, on the 1st day of July, 1998, at a meeting duly called for that purpose, that the Articles of Incorporation of Carroll and Youngren Enterprises, Inc., heretofore filed and approved in the office of the Secretary of State, State of Florida, on the 29th day of August, 1995, be amended in the manner set forth above and did propose said amendment to the stockholders of the corporation.

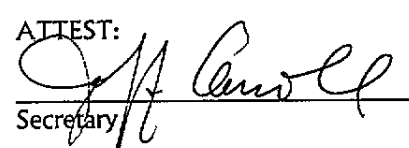
WE DO FURTHER CERTIFY that at a meeting duly called for that purpose, a majority of stockholders of the corporation did approve the foregoing amendment on the 1st day of July, 1998, and that the number of votes cast by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the President of the corporation has hereunto affixed her signature and the Secretary of the Corporation has also hereunto affixed his signature and the corporate seal of the corporation this 12TH day of August, 1998.



President

ATTEST:



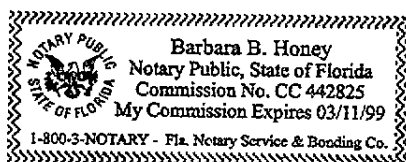
Secretary

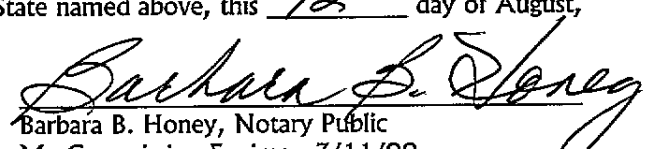
AFFIDAVIT FOR AMENDMENT OF ARTICLES

STATE OF FLORIDA
COUNTY OF PINELLAS

I DO HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above-named to take oaths and acknowledgments, personally appeared Mary Youngren and Jeffrey L. Carroll, President and Secretary respectively of CARROLL AND YOUNGREN ENTERPRISES, INC., who are personally known to me and who executed the foregoing Amendment to Certificate of Incorporation and they acknowledged before me that the matters and things contained therein are true, and they did execute the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above, this 12TH day of August, 1998.





Barbara B. Honey, Notary Public
My Commission Expires: 3/11/99
Commission Number: CC442825