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CORPORATION(S) NAME

Maricopa Hardy Development Group, Inc.

( ) Profit
( ) NonProfit   (✓) Amendment   ( ) Merger
( ) Limited Liability Co.

( ) Foreign   ( ) Dissolution/Withdrawal   ( ) Mark

( ) Limited Partnership   ( ) Annual Report   ( ) Other UCC Filing
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M. HENDRICKS DEC. 2 7 1996

CR2E031 (1-89)

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

Maricopa Hardy Development Group, Inc.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

See <u>Exhibit A</u> attached hereto

SECOND: 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, are as follows:

See <u>Exhibit A</u> attached hereto

THIRD: The date of each amendment's adoption: <u>December 19, 1996</u> .

FOURTH: Adoption of Amendment(s) (check one)

___ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

___ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

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

(continued)

Signed this ___19___ day of ___December___, 19, _96_ .

By _____

(Chairman or Vice Chairman of the Board of Directors, President or
other officer if adopted by the shareholders)
OR
(A director or incorporator if adopted by the directors or incorporators)

David M. Mobley, Sr.
_____
(Typed or printed name)

President
_____
(Title)

MARICOPA HARDY DEVELOPMENT GROUP, INC.

AMENDMENT TO ARTICLES OF INCORPORATION

WHEREAS, it has been determined by the Board of Directors to be in the best interests of the Company and its shareholders to change its capital structure;

NOW, THEREFORE, BE IT RESOLVED, that Article III of the Company's Articles of Incorporation is amended to read in its entirety as follows:

"ARTICLE III CAPITAL STOCK

The capital stock of the corporation shall consist of 5,000 shares of Class A Voting Common Stock, $1.00 par value per share, and 5,000 shares of Class B Nonvoting Common Stock, $1.00 par value per share.

Shares of Class A Voting Common Stock and Class B Nonvoting Common Stock shall be identical in all respects, with the exception of voting rights. Class A Voting Common Stock shall be entitled to one vote per share, while Class B Nonvoting Common Stock shall not be entitled to vote on any matters except as may otherwise be provided by the laws of the State of Florida."

FURTHER RESOLVED, that upon the effective date of this Amendment, each issued and outstanding share of Common Stock of the Company shall, without any action on the part of the holders thereof, be converted into nine-tenths (9/10) of one share of Class A Voting Common Stock of the Company.

FURTHER RESOLVED, that the officers of the Company are hereby authorized and directed to issue appropriate stock certificates evidencing shares of the Company's Class A Voting Common Stock issued pursuant to the conversion authorized in the foregoing resolutions.