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Warren O. Wood Financial Group, Inc.

10081 Pines Boulevard - Suite 249
Pembroke Pines, Florida 33024-6169

January 15, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500002072175--4
-01/29/97--01036--025
*****96.25 *****96.25

Dear Sir(s):

This is a request to amend to the articles of incorporation; specifically article I and article III (name and capital stock respectively).

Enclosed is a check for \$96.25. (\$35.00 filing fee; \$52.50 certified copies; and \$8.75 certificate of status).

Thank you.

Sincerely,



Ed A. Stucke, Jr.
President/Director/Incorporator
(954) 438-7872 - Home
(954) 928-5021 - Pager

FILED
97 JAN 29 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 JAN 29 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WARREN O. WOOD FINANCIAL GROUP, INC.

(present name)

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

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

ARTICLE I. - NAME OF CORPORATION

IS TO BE AMENDED TO:

WARREN O. WOOD, INC.

ARTICLE III. - CAPITAL STOCK.

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 20,000 SHARES OF CAPITAL STOCK HAVING \$30.00 PAR VALUE PER SHARE; 5,000 SHARES OF COMMON STOCK HAVING \$10.00 PAR VALUE; AND 15,000 SHARES OF PERFERRED STOCK HAVING \$20.00 PAR VALUE.

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:

THIRD: The date of each amendment's adoption: DECEMBER 31ST, 1996.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

_____ 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 for the amendment(s) was/were sufficient for approval by _____"
voting group

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

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

Signed this day 31ST of DECEMBER, 19 96.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President, or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ED A. STUCKE, JR.

Type or printed name

PRESIDENT/DIRECTOR/INCORPORATOR

Title