

P96000025414

Donald W. Duncan, P.A.

Attorney and Counselor at Law

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Mailing Address:
P.O. Box 352411
Palm Coast, Florida
32135-2411

November 5, 1999

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

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*****35.00 *****35.00

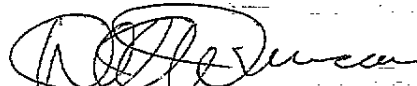
Re: S. E. CLINE CONSTRUCTION, INC.

TO WHOM IT MAY CONCERN:

Enclosed please find an original and one (1) copy of the Articles of Amendment and the original of the Designation of Registered Agent concerning the above referenced corporation, together with our check in the sum of \$35.00 representing your filing fee. If all is in order, kindly file the Articles and return a copy of same to me.

If you have any questions, please do not hesitate to call.

Very truly yours,


Donald W. Duncan

DWD:dd
Encl.

D. Duncan DATE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

EDC SIGN

ADD DATE 11/5/99

11/19

CPD

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ANAL
CPD
11/19

ARTICLES OF AMENDMENT
S.E. CLINE CONSTRUCTION, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended as follows:

1. The Articles of Incorporation as filed on March 18, 1996, document number P96000025414, are hereby amended by:

A. Deleting ARTICLE III, CAPITAL STOCK, in its entirety and replacing it with:

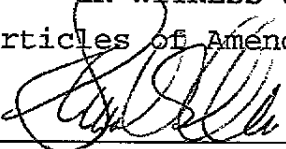
"The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED THOUSAND (100,000) shares of common stock with no a Par Value of \$1.00 each."

B. Deleting ARTICLE X, RESIDENT AGENT, in its entirety and replacing it with:

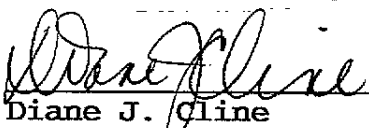
"The registered agent and office for this corporation shall be Donald W. Duncan, P.A., 25 Florida Park Drive North, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.

2. Pursuant to Chapter 607, Florida Statutes, the foregoing amendments were approved unanimously by the Board of Directors and the Shareholders entitled to vote approved the amendment.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Amendment on November 5, 1999.



Samuel E. Cline
President
Director and Shareholder

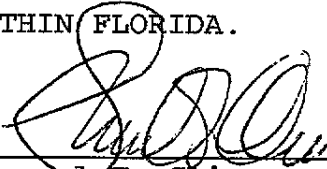


Diane J. Cline
Secretary
Director and Shareholder

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT S.E. CLINE CONSTRUCTION, INC. DESIRING TO QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT P.O. BOX 354425, PALM COAST, FL 32135-4424, HAS NAMED
DONALD W. DUNCAN, P.A., LOCATED AT 25-B FLORIDA PARK DRIVE NORTH,
PALM COAST, STATE OF FLORIDA, AS ITS REGISTERED AGENT AND OFFICER
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Samuel E. Cline
President

DATE: November 8, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

DONALD W. DUNCAN, P.A.

By: 

Donald W. Duncan
Registered Agent

DATE: November 8, 1999