

ACCOUNT NO. : 07210000032

REFERENCE : 600019

4309406

AUTHORIZATION

COST LIMIT

ORDER DATE: November 13, 1997

ORDER TIME : 1:09 PM

ORDER NO. : 600019-005

CUSTOMER NO: 4309406

CUSTOMER:

John I. Van Voris, Esq

Shackleford Farrior Stallings

P. O. Box 3324

Tampa, FL 33601

DOMESTIC AMENDMENT FILING

WANTION CURPURATION

FIFTY-EIGHT, INC.

SEFFICTIVE DATE:

XX ARTICLES OF AMENDMENT

\_\_\_\_ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

\_\_\_ PLAIN STAMPED COPY

\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

97 NOV 13 PM 3: 54

## ARTICLES OF AMENDMENT TALLAHASSEE, FLORIDA TO ARTICLES OF INCORPORATION Of FIFTY-EIGHT, INC.

The Articles of Incorporation of Fifty-Eight, Inc., a Florida corporation as filed with the Florida Department of State on April 10, 1996, document number P96000031313, are hereby amended as follows:

1. Article III is hereby amended and restated in its entirety to read as follows:

## ARTICLE III

## CAPITAL STOCK AND DIVIDENDS

The amount of Capital Stock authorized shall consist of five hundred (500) shares of Class A common voting stock having a par value of One Dollar (\$1.00) per share (the "Class A Common Stock") and five hundred (500) shares of Class B common non-voting stock having a par value of One Dollar (\$1.00) per share (the "Class B Common Stock"). The Class A and Class B Common Stock may be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including but not limited to cash, promissory notes, securities, labor or services performed, promises to perform labor or services evidenced by written contract, or other securities of the Corporation, which the Board of Directors of the Corporation determines is adequate.

The rights and privileges afforded to the holders of the Class A and Class B Common Stock with respect to dividends and all other matters shall be identical in all respects except that the holders of Class A Common Stock shall have full voting rights and the holders of Class B Common Stock shall have no voting rights.

2. The shares of common stock presently issued and outstanding shall be automatically converted into Class A Common Stock as of the effective date of this Amendment.

The foregoing amendment was duly adopted on October 31, 1997, by the unanimous written consent of all of the directors and all of the shareholders of the Corporation pursuant to Sections 607.1005 and 607.0704 of the Florida Business Corporation Act, which consents were sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of Fifty-Eight,
Inc. has duly executed these Articles of Amendment this 31st day
of October, 1997.

GEORGE T. SMITH, President

STATE OF FLORIDA COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 31st day of October, 1997, by George T. Smith, President of Fifty-Eight, Inc.,  $\square$  who is personally known to me,  $\square$  or who has produced the following identification: (check one).

NOTARY PUBLIC

amela -

(Print Notary Name)

Pamela Jean Cole
Notary Public, State of Florida
Commission No. CC 628370
My Commission Exp. 5/14/2001
Bonded Through Fla. Notary Service & Bonding Co.