

P96000034741

**SPARANO & VENICE, INC.**

380 S. State Road 434, Suite 1004 #214  
Altamonte Springs, FL 32714  
Phone (407) 323-3359  
Facsimile (407) 322-2429

Louis Sparano  
Partner

Joseph P. Venice  
Partner

6/1/97  
Florida Department of State  
Division of Corporations  
Corporate Records/Amendment Section  
PO Box 6327  
Tallahassee, FL 32314

100002202041--5  
-06/04/97--01107--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment

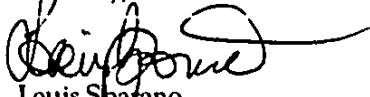
To Dept. Of State:

Enclosed please find a check for \$35, Articles of Amendment to Articles of Incorporation of Sparano & Venice, Inc., and copies of our share transfer and Assignment of Interest and Shares contract.

Basically, my partner and I are no longer together. Consequently, Mr. Venice will no longer be a director, shareholder, or officer. In addition, the company will now be known as Sparano & Associates, Inc. Please edit our records accordingly.

Please do not hesitate to contact me with any questions at (407)322-2429.

Sincerely,

  
Louis Sparano  
President

FILED

97 JUN -4 AM 10:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend/12

DMC  
6-12-97

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED

97 JUN -4 AM 10:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SPARANO & VENICE, INC.  
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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)

ARTICLE 1- NAME

AMENDED FROM SPARANO & VENICE, INC.  
TO SPARANO & ASSOCIATES, INC.

ARTICLE 5-OFFICERS

~~AMENDED~~ - LOUIS SPARANO SHALL BE  
PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER

ARTICLE 6-DIRECTOR(S)

AMENDED - LOUIS SPARANO SHALL BE SOLE DIRECTOR

ARTICLE 7-CORPORATE CAPITALIZATION

ADD: 7.5 LOUIS SPARANO SHALL BE SOLE SHAREHOLDER  
OF CORPORATION WITH 200 SHARES.

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: MAY 7, 1997

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

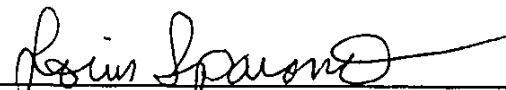
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast 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.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 7th day of MAY, 1997

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)

LOUIS SPARANO

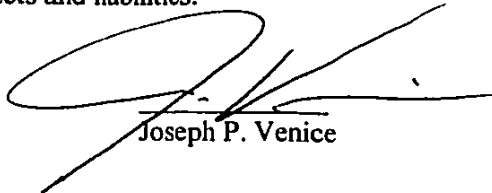
Typed or printed name

PRESIDENT

Title

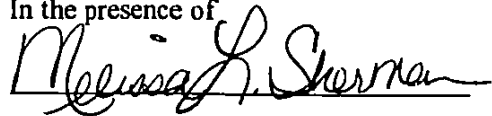
Sparano & Venice, Inc. Reorganization  
Assignment of Interest and Shares

1. I, Joseph P. Venice, hereby voluntarily resign as director, shareholder, vice-president and secretary of Sparano & Venice, Inc..
2. For value received of \$10, I hereby sell, assign, and transfer unto Louis Sparano any and all of my shares (100).
3. I hereby transfer, assign, and convey any and all of my rights, titles and interests as a shareholder, director, and officer to Louis Sparano.
4. I hereby waive any affiliation, authority, and association with Sparano & Venice, Inc. and hereby release myself of any and all of its assets and liabilities.

  
Joseph P. Venice

Executed this 7 of May, 1997

In the presence of

  
Melissa L. Sherman

NUMBER  
\*\*\*\*02\*\*\*



SHARES  
\*\*\*100\*\*\*

## SPARANO & VENICE, INC.

ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA  
7500 Common Stock Shares \$1.00 par value

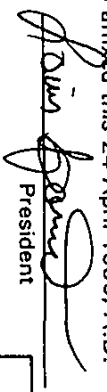
This Certifies that Joseph P. Venice is the registered holder of one hundred shares transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.

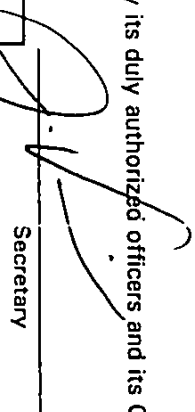
This certificate has not been registered under the Securities Act of 1933. The corporation will not transfer this certificate unless (i) there is an effective registration covering the shares represented by this certificate under the Securities Act of 1933 and all applicable state securities laws, (ii) it first receives a letter of opinion from an attorney, acceptable to the Board of Directors or its agents, stating that in the opinion of the attorney the proposed transfer is exempt from registration under the Securities Act of 1933 and under all applicable state securities laws, (iii) the transfer is made pursuant to Rule 144 under the Securities Act of 1933.

The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

The Corporation will not transfer this certificate without first receiving a letter of opinion from an attorney, acceptable to the Board of Directors or its agents, that the proposed transfer will not adversely affect the corporation's federal tax status under the provisions of the Internal Revenue Code, Section 1362.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this 24 April 1996, A.D.

  
President

  
Secretary

NOTICE. THE SIGNATURE OF THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE, IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT, OR ANY CHANGE WHATEVER.

For Value Received, Joseph P. Venice hereby  
sells, assigns and transfers unto Louis Sparano  
100 Shares represented by the  
Certificate on the reverse side hereof, and does hereby irrevocably  
constitute and appoint ATTORNEY IN FIDELITY  
ATTORNEY to transfer the said Shares on the books  
of the corporation named in the Certificate on the reverse side hereof  
with full power of substitution in the premises.

Dated 5/7 1987.

In presence of

Louis Sparano [Signature]