P96000049208

ATTORNEYS AT LAW

PATRICK J. KENNEDY*

MEMBER OF THE FLORIDA BAR

SUITE 710 201 EAST PINE STREET ORLANDO, FLORIDA 32801 TELEPHONE (407) 843-3341 TELEFAX (407) 843-3048

ATLANTA OFFICE MOYE, O'BRIEN, O'ROURKE, HOGAN & PICKERT 999 PLACHTREE ST., N.E. SUITE 250 ATLANTA, GEORGIA 30309

August 20, 1997

CHICAGO OFFICE
O'BRIEN, O'BOURKE & HOGAN
10 SOUTH LA SALLE STREET
SUITE 2900
CHICAGO, ILLINOIS 60603

Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

RE: DUIT! O-TOWN, INC.

100002276391--5 -08/25/37--01127--009 *****35.00 *****35.00

Dear Sir of Madam:

Enclosed is an original and one copy of the Articles of Amendment to Articles of Incorporation of Duit! O-Town, Inc., a Florida corporation for profit. Please file the Articles of Amendment to Articles of Incorporation and return a file stamped copy to our offices in the enclosed self-addressed, envelope. We are enclosing a check in the amount of Thirty-Five Dollars (\$35.00) to cover the cost of filing.

Thank you for your prompt attention toward this matter.

Very truly yours,

PATRICK J. KENNEDY

PJK/sp Enclosures

Amend.

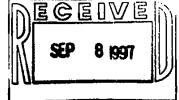


FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 4, 1997

PATRICK J. KENNEDY 201 EAST PINE ST., STE. 710 ORLANDO, FL 32801

SUBJECT: DUIT! O-TOWN, INC. Ref. Number: P96000049208



We have received your document for DUIT! O-TOWN, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard Corporate Specialist

Letter Number: 397A00044253

b	/
JEM	BLC
SWP	PJK/
NEM	ARK
GSM	SJR
DBS	□ WWG
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MOYE, O'BRIEN, O'ROURKE, HOGAN & PICKERT

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CHICAGO OFFICE O'BRIEN, O'ROURKE & HOGAN 10 SOUTH LA SALLE STREET SUITE 2900 CHICAGO, ILLINOIS 60603

September 9, 1997

Ms. Velma Shepard Corporate Specialist Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

RE: DUIT! O-TOWN, INC.

Dear Ms. Shepard:

Pursuant to your correspondence of September 4, 1997, please find enclosed an original and one copy of the Acceptance by Registered Agent as well as a copy of your letter and an original and one copy of the Original Articles of Amendment to the Articles of Incorporation of Duit! O-Town, Inc.

If you require anything further, please advise.

PATRICK J. KENNEDY

Very truly yours,

PJK/sp Enclosures

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF DUIT! O-TOWN, INC.

FILED

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SECRE INCLUDE SIATE
TALLAHASSEE FLORIDA

DUIT! O-TOWN, INC., does hereby amend the Articles of Incorporation as follows:

A. The Amendments to be adopted were unanimously approved and adopted at a duly called meeting of the shareholders and directors of the Corporation held on July /646, 1997, said Amendments being adopted to change and amend the Articles of Incorporation to read as follows:

ARTICLE I, NAME AND PRINCIPAL OFFICE: The name of the Corporation is DUIT! O-TOWN, INC., and its principal office is located at 3444 S. Lake Butler Blvd, Windermere, Florida 34786.

ARTICLE III, STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 600 shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The shareholders of common stock shall have preemptive rights to acquire unissued or treasury shares of the Corporation. The Corporation shall be entitled to cancel or retain outstanding stock in the Corporation. Such cancellation or retention of stock shall only occur upon a resolution by the Board at a duly authorized meeting of the Board of Directors and approval of such resolution by a majority of the stockholders.

ARTICLE V, ADDRESS OF PRINCIPLE OFFICE AND NAME OF REGISTERED AGENT: The street address of the principal office of this Corporation in the State of Florida is 3444 S. Lake Butler Blvd, Windermere, Florida 34786. The Board of Directors may from time to time move the principal office to any other address in Florida. The Registered Agent of this Corporation is PATRICK J. KENNEDY, ESQ., whose address is c/o Moye, O'Brien, O'Rourke, Hogan & Pickert, 201 East Pine Street, Suite 710, Orlando, Florida 32801.

ARTICLE VI, DIRECTORS: This Corporation shall have up to three (3) directors. The number of directors may be increased or diminished from time to time through By-Laws adopted by the stockholders.

ARTICLE VII, CURRENT DIRECTORS: The name and addresses of the current members of the Board of Directors as of the date of these Articles are:

NAME

ADDRESS

JILL C. HEGARTY 3444 S. Lake Butler Blvd Windermere, Florida 34786 IN WITNESS WHEREOF, I have hereunto set my hand this DUIT! O-TOWN, INC STATE OF FLORIDA COUNTY OF OCANGE The foregoing instrument was acknowledged before me this 18 JILL HEGARTY of DUIT! O-TOWN, INC., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced as identification and did (did not) take an oath. (Signature of Person Taking Acknowledgement) HOTARY PUBLIC - STATE OF PLORIDA conscionated or Stamped (Name of Acknowled (Title or Rank) (Serial Number, if any)

ACCEPTANCE BY REGISTERED AGENT

PATRICK J. KENNEDY, ESQ., having been named as the Registered Agent in the foregoing Articles of Amendment to the Articles of Incorporation of Duit! O-Town, Inc. to accept service of process for the corporation at 201 East Pine Street, Suite 710, Orlando, Florida 32801 hereby agrees to act as the Registered Agent and comply with the laws of the State of Florida relative to such position.

Registered Agent