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March 5, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 5588
Tallahassee, Florida 32301

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-03/08/99--01141--012
*****35.00 *****35.00

Re: Second Articles of Amendment to the Articles of Incorporation
to The Green-Simmons Company, Inc

Dear Sir/Madam:

Enclosed for filing please find the Second Articles of Amendment to the Articles of Incorporation of The Green-Simmons Company, Inc., together with our firm check in the amount of \$35.00 for filing fees.

Thank you for your assistance in this matter.

Carlton Fields, Ward, Emmanuel,
Smith & Cutler, P.A.


Lawrence C. Schill

LCS/dbb
Enclosures

FILED
99 MAR -8 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
3-9-99
CC

**SECOND ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
THE GREEN-SIMMONS COMPANY, INC.
a Florida corporation**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, The Green-Simmons Company, Inc., a Florida corporation (the "Corporation") adopts the following Second Articles of Amendment to its Articles of Incorporation:

**ARTICLE I
First Amendment**

The text of the first amendment to the Corporation's Articles of Incorporation is:

Article IV - Capital Stock is hereby amended, revised and restated in its entirety to read as follows:

Article IV - Capital Stock. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, consisting of two classes of common stock described as follows: a class of common stock designated as class A common stock, consisting of eight hundred and fifty (850) shares of common stock, which shall have the entire voting power of the Corporation, and a second class of common stock designated as class B common stock, consisting of one hundred and fifty (150) shares of common stock, which shall have no voting rights. Each pre-existing share of authorized and issued common stock shall be exchanged and substituted for each of the following: one (1) share of Class A common voting stock.

**ARTICLE II
Second Amendment**

The text of the second amendment to the Corporation's Articles of Incorporation is:

Article VI - Restriction on Transfer of Stock is hereby amended, revised and restated in its entirety, to read as follows:

Article VI - Restriction on Transfer of Stock. No shares of stock in this Corporation, whether Class A common voting stock or Class B common non-voting stock, nor any right, title or interest therein, may be transferred (whether by sale, gift, conveyance, grant, encumbrance, pledge, hypothecation, assignment, transfer by operation of law, or otherwise, including any legal or beneficial interest therein) except in full and complete compliance with and upon the terms and conditions of that certain Shareholders Agreement dated as of _____, 199____, between and among the Corporation and the shareholders of the Corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III
Date of Adoption

These amendments were adopted on the 1st day of January, 1998.

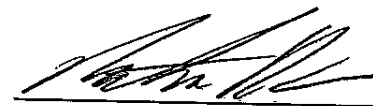
ARTICLE IV
Manner of Adoption

The amendments were duly approved by the shareholders of the Corporation and the number of votes cast for the amendments by the shareholders were sufficient for approval of all amendments.

Dated this 31st day of January, 1998.

THE GREEN-SIMMONS COMPANY, INC., a
Florida corporation

By: _____



Nathan A. Green
Its: President