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December 17, 1996

Secretary of State
Division of Corporations
409 E. Gaines
Tallahassee, Florida 32314

RE: Baypoint Ventures, Inc.

Dear Sir/Madam:

Enclosed please find the following for filling:

- 1) Operating check in the amount of \$35.00
- 2) Original and one (1) copy of Articles of Amendment of Articles of Incorporation of Baypoint Ventures, Inc.
- 3) Self-addressed, stamped envelope for return of copy

Please file the enclosed and return a copy to this office in the provided envelope.

If you have any questions concerning the enclosed, or require any further information, please do not hesitate to contact this office.

Very truly yours,

Laura D. Latimer
Laura D. Latimer
Legal Secretary/Office
Manager

ldl/enc.

Amend

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 18 PM 1:50

DEC 18 1996

ARTICLES OF AMENDMENT
ARTICLES OF INCORPORATION
OF
BAYPOINT VENTURES, INC.

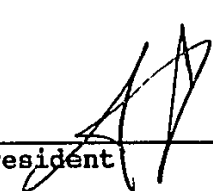
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DIVISION OF CORPORATIONS
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1) Article IV - CAPITAL STOCK shall be amended to read as follows:

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

The foregoing amendments were adopted by the directors shareholders of the corporation on the 17 day of December, 1996.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 17 day of December, 1996.



President

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME the undersigned authority, personally appeared, SAM MAJZOUN, President, to me known to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed those Articles of Amendment for the purpose therein stated.

17th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of December, 1996.
