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December 31, 1996

**Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314**

600002044086--7
-01/03/97--01030--009
***35.00 ***35.00

Re: Amended Articles of Incorporation for Palmer², Inc.

To whom it may concern:

Enclosed for filing please find the original executed Amended Articles of Incorporation for the above referenced corporation. We have also enclosed our check in the amount of \$35.00, to cover the filing fee.

If you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

Jeffery T. Kipi

JTK:ao
Enclosures

FILED
97 JAN -2 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

	1	10	97
U.S. Army	BH		
U.S. Air Force	BH		
U.S. Navy	BH		
U.S. Marine Corps	BH		
U.S. Coast Guard	BH		
U.S. Customs Service	BH		
U.S. Department of Justice	BH		
U.S. Department of Education	BH		
U.S. Department of Health & Human Services	BH		
U.S. Department of Agriculture	BH		
U.S. Department of Energy	BH		
U.S. Department of Transportation	BH		
U.S. Department of Labor	BH		
U.S. Department of State	BH		
U.S. Department of Defense	BH		
W.P. Vetter	BH		

Amended
ARTICLES OF INCORPORATION
OF
PALMER², INC.

FILED
97 JAN -2 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the incorporator of the above referenced corporation, for the purpose of amending the Articles of Incorporation pursuant to the laws of the State of Florida, hereby adopts the following Amendment to the Articles of Incorporation, as follows:

ARTICLE IV
CAPITAL STOCK

1. Number and Class of Shares Authorized Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Value Per Share	Class of Stock
100,000	\$ 1.00	Class A Common
100,000	\$1.00	Class B Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

2. Voting Rights.

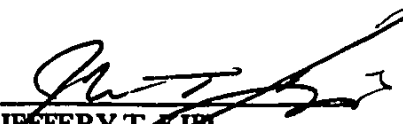
The Class A Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Class B Common Stock shall have no cumulative voting rights in any election of directors of the Corporation or any other matters unless specifically required by law. In all other respects, there shall be no difference or distinction in the rights and benefits between the classes of Common Stock.

3. Preemptive Rights.

Each shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price it is offered to others or any other price.

This Amendment was adopted by the incorporator of the Corporation on December 27, 1996, without shareholder action and prior to the issuance of any shares of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of amending the Articles of Incorporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby make(s) and file(s) this Amendment to the Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this day of December 30, 1996.


JEFFERY T. KIPi

STATE OF FLORIDA

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) ss:
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COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jeffery T. Kipi, known to me and known by me to be the person who executed the foregoing Amendment to the Articles of Incorporation, and, after presenting identification in the form of a valid Florida driver's license, acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this day of December 30, 1996.


NOTARY PUBLIC
My commission expires:

