

P97000005104
KELLY, PRICE, PASSIDOMO & SIKET
CHARTERED

CHARLES M. KELLY, JR.
BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED WILLIS,
TRUSTS AND ESTATES LAWYER
MASTER OF LAWS IN ESTATE PLANNING
CERTIFIED PUBLIC ACCOUNTANT
KATHLEEN C. PASSIDOMO
BOARD CERTIFIED REAL ESTATE LAWYER
R. SCOTT PRICE
ANDREW G. SIKET
ALSO ADMITTED IN MAINE

ATTORNEYS AT LAW
GREY OAKS BUILDING
IN POINCIANA PROFESSIONAL PARK
SUITE 315
2640 GOLDEN GATE PARKWAY
NAPLES, FLORIDA 34105-3203
TELEPHONE (941) 261-3453
TELECOPIER (941) 261-5711

MICHAEL A. CONNOLLY
ALSO ADMITTED IN NEBRASKA
OF COUNSEL
SIDNEY F. DAVIS
ALSO ADMITTED IN GEORGIA,
SOUTH CAROLINA & TENNESSEE
RONALD A. LISAK
ALSO ADMITTED IN INDIANA

December 17, 1997

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

800002379668--5
-12/22/97--01140--004
*****35.00 *****35.00

RE: Foster America, Inc. Small Feat, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation of Small Feat, Inc., changing its name to Foster America, Inc., along with a check in the amount of \$35.00 for the filing fee.

Also enclosed are the original and one copy of Articles of Dissolution for Foster America, Inc., with a supporting Affidavit releasing its name to Small Feat, Inc., and our filing check in the amount of \$35.00 for the filing fee.

Would you please file both the Amendment and Articles of Dissolution and return the copies, with time and date stamps, in the enclosed envelope.

Thank you.

Very truly yours,

KELLY, PRICE, PASSIDOMO & SIKET

Andrew G. Siket

AGS/sab
Enclosures
pc: Client

FHL4r.02

FILED
98 FEB 12 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

n/c Amend

Dec 2/12



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 6, 1998

ANDREW G. SIKET
KELLY, PRICE, PASSIDOMO & SIKET
2640 GOLDEN GATE PARKWAY, SUITE 315
NAPLES, FL 34105-3203

SUBJECT: SMALL FEAT, INC.
Ref. Number: P97000005104

We have received your document for SMALL FEAT, 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 date of adoption of each amendment must be included in the document.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 798A00000383

KELLY, PRICE, PASSIDOMO & SIKET
CHARTERED

CHARLES M. KELLY, JR.
BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED WILL, TRUSTS AND ESTATES LAWYER
MASTER OF LAWS IN ESTATE PLANNING
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OF COUNSEL

SIDNEY F. DAVIS
ALSO ADMITTED IN GEORGIA,
SOUTH CAROLINA & TENNESSEE

RONALD A. LISAK
ALSO ADMITTED IN INDIANA

January 29, 1998

Ms. Teresa Brown, Corporation Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Small Feat, Inc./ Ref. Number: P97000005104
Foster America, Inc. / Ref. Number: N95000001231

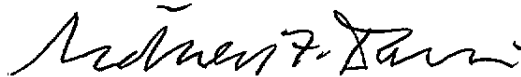
Dear Ms. Brown:

Enclosed please find Articles of Amendment for Small Feat, Inc. The correct date of which the Amendment to the Articles of Incorporation was adopted has been inserted in paragraph 2 of said Amendment. In addition, we have prepared Articles of Dissolution for Foster America, Inc. pursuant to Section 617.1403 of the Florida Statutes.

Please call if you have any questions.

Very truly yours,

KELLY, PRICE, PASSIDOMO & SIKET, CHARTERED



Sidney F. Davis

SFD/nls
Enclosures
cc: Client



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 3, 1998

ANDREW G. SIKET
KELLY, PRICE, PASSIDOMO & SIKET
2640 GOLDEN GATE PARKWAY, SUITE 315
NAPLES, FL 34105-3203

SUBJECT: SMALL FEAT, INC.
Ref. Number: P97000005104

We have received your document for SMALL FEAT, 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):

Please accept our apology for failing to mention this in our previous letter.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 998A00005943

KELLY, PRICE, PASSIDOMO & SIKET

CHARTERED

CHARLES M. KELLY, JR.
BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED WILLS,
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RONALD A. LISAK
ALSO ADMITTED IN INDIANA

February 6, 1998

Ms. Teresa Brown, Corporation Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Small Feat, Inc./ Ref. Number: P97000005104
Foster America, Inc. / Ref. Number: N95000001231

Dear Ms. Brown:

Enclosed please find Articles of Amendment for Small Feat, Inc. The statement that the number of votes cast by the shareholders was sufficient for approval has been inserted in paragraph 2 of said Amendment. In addition, we have amended the Articles of Dissolution for Foster America, Inc., completing only Section II.

Should you have any questions, please do not hesitate to contact our office.

Very truly yours,



Susan Boback
Secretary to Andrew G. Siket

Enclosures

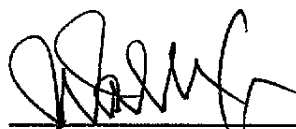
brown.02

AFFIDAVIT

The undersigned, Edward A. Waller, Jr., being an officer of FOSTER AMERICA, INC., a Florida Corporation, states as follows:

1. The Corporation wishes to dissolve, and hereby certifies that it will not revoke this dissolution and it hereby releases the name to **Small Feat, Inc.**

FURTHER AFFIANT SAYETH NOT.



Edward A. Waller, Jr.
President and Director

STATE OF FLORIDA :

:

COUNTY OF COLLIER :

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared Edward A. Waller, Jr., in his capacity as President and Director of Foster America, Inc., who was not sworn and who is personally known to me as the person who executed this Affidavit, and he acknowledged before me that as his free act he executed this Affidavit.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30th day of June, 1997.



Notary Public

My Commission Expires:

Affidavi.01



Christina L. Joyce
MY COMMISSION # CC543644 EXPIRES
March 28, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

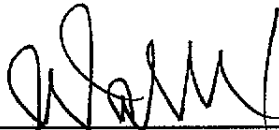
ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of Small Feat, Inc., a Florida corporation, as filed in the offices of the Secretary of State, State of Florida in Tallahassee, Florida on January 13, 1997, and assigned document number P97000005014, and they are hereby amended in the following particulars:

ARTICLE I is hereby amended to change the name of the corporation to **Foster America, Inc.**

2. The foregoing amendment was adopted by the majority of the Shareholders eligible to vote on the 30th day of June, 1997, the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I, the President and Secretary of the Corporation, have executed these Articles of Amendment this 30th day of June, 1997.



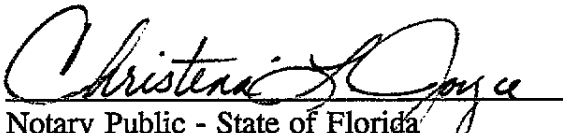
Edward A. Waller, Jr.
President and Secretary

FILED
98 FEB 12 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :
: SS
COUNTY OF COLLIER :

BEFORE ME, the undersigned authority, personally appeared Edward A. Waller, Jr., who is personally known to me to be the President and Secretary of Small Feat, Inc., and who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of June, 1997.



Notary Public - State of Florida
My Commission Expires:

ArtsAmen



Christina L. Joyce
MY COMMISSION # CC543644 EXPIRES
March 28, 2000
BONDED THRU TROY FAH INSURANCE, INC.