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LAW OFFICES
FRANK COMPARETTO, JR.
A PROFESSIONAL ASSOCIATION

AREAS OF PRACTICE

PERSONAL INJURY
GENERAL TRIAL PRACTICE
INSURANCE LITIGATION
REAL ESTATE
TITLE INSURANCE
MUNICIPAL LAW

CITRUS & CHEMICAL BANK BUILDING
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April 16, 1997

DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

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-04/21/97--01079--003
*****50.00 *****50.00

Re: Tomlin, Inc.
Our File No.: 97-031

Dear Sir or Madam:

Enclosed for filing, please find an original and one (1) copy of the Articles of Amendment of the Articles of Incorporation of Tomlin, Inc., together with this firm's check in the sum of \$50.00 to cover the filing fee.

If you should have any questions in this regard, please feel free to contact our office.

Sincerely,

LAW OFFICES OF
FRANK COMPARETTO, JR., P.A.

K. Japan Sasser
K. Japan Sasser
Paralegal

KJS:kjs
Enclosures: Above-stated

FILED
97 APR 23 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

W6 MAY 1 1997



ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF
TOMLIN INC.

FILED
97 APR 23 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TOMLIN INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapters 607 and 621, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on January 14, 1997.

2. The Amendment to the existing Articles of Incorporation being effected hereby is that resulting from completely deleting Article III of the Articles of Incorporation as of the date hereof, and substituting in its place the Article set forth below.

3. As amended below, Article III of the Articles of Incorporation has the sole effect of changing the number of shares of stock that the Corporation is authorized to have outstanding at any one time. The Amendment to the existing Articles of Incorporation being effected hereby will make no changes in the current capital structure of the Corporation.

4. This Amendment to the Articles of Incorporation was approved by unanimous vote of the Board of Directors of the Corporation at a meeting called therefor on the 11th day of February, 1997, and by unanimous vote of the stockholders of the Corporation at a meeting called therefor on the 11th day of February, 1997.

5. The Amended Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid, and thereafter the number of shares of stock that the Corporation is authorized to have outstanding at any one time shall be 100, and Article III of the Articles of Incorporation of this Corporation shall read as follows:

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

IN WITNESS WHEREOF, TOMLIN INC. has caused these Articles of Amendment to the Articles of Incorporation to be executed by its

President and Secretary, and to be acknowledged by its President.

TOMLIN INC.

BY: Thomas L. D'Allaird
Thomas L. D'Allaird,
President

Approved:

Linda D'Allaird
Linda D'Allaird, Secretary

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, on the 14 day of February, 1997, personally appeared THOMAS L. D'ALLAIRD, who acknowledged before me that he signed the foregoing Articles of Incorporation of Tomlin Inc. as the Corporation's President, for the uses and purposes therein stated, with full corporate authority.

WITNESS my hand and seal the day and year first above written.

J. Janan Sasser
Notary Public, State of Florida

(SEAL)

My Commission Expires:

