

P97000012424

FRANK W. MILLER  
320 1ST AVE SOUTH  
TIERRA VERDE, FL 33015

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY  
DIVISION OF  
97 MAR 24 PM 1:37

MAR 24 1997

SECRETARY  
DIVISION OF  
97 MAR 24

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 17, 1997

FRANK W. MILLER  
320 1ST AVENUE SOUTH  
TIERRA VERDE, FL 33715

SUBJECT: RESOURCE SOLUTIONS, INC.  
Ref. Number: P97000012424

We have received your document for RESOURCE SOLUTIONS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please entitle your document Articles of Amendment.

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 (904) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 997A00013310

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**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
RESOURCE SOLUTIONS, INC.**

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation, Resource Solutions, Inc., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment to the Articles of Incorporation of Resource Solutions, Inc. (this "Amendment").

1. **AUTHORIZED CAPITAL.** The authorized capital of the Corporation has been and does consist of 2,000,000 shares of common stock with no par value, each with the right to vote.

2. **AMENDMENTS ADOPTED.** This Amendment provides for the Corporation's recapitalization prior to the date when any shares were issued to any shareholder.

3. **TEXT OF AMENDMENTS.**

(a) Article III of the Articles of Incorporation is hereby deleted in its entirety and the following Article III shall be substituted as Article III:

**ARTICLE III**

The Corporation has authorized capital stock consisting of common stock, 1,000 shares of which are voting and 2,000,000 of which are nonvoting. All common stock shall have identical rights to distribution and liquidation proceeds. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporation or by the Board of Directors at a meeting called for such purpose. Stock shall not be issued until it is fully paid for.

(b) Article XI of the Articles of Incorporation is hereby deleted in its entirety and the following Article XI shall be substituted as Article XI:

**ARTICLE XI**

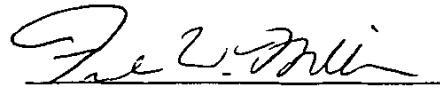
Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding **voting** common shares, *not* in the holders of the outstanding *nonvoting* common shares, except as may be provided to the contrary in these Articles of Incorporation.

4 **AUTHORIZATION OF AMENDMENTS.** These Amendments were adopted on March 10, 1997, by the shareholders of the Corporation by a written consent in lieu of special meeting pursuant to Section 607.0704 of the Florida Business Corporation Act. The number of votes cast for the amendment by the shareholders was sufficient for approval.

5. **EFFECTIVE DATE.** The effective time and date of this Amendment shall be March 10, 1997.

**IN WITNESS WHEREOF**, the undersigned officer of the Corporation has executed this Amendment to be effective and binding upon the Corporation.

Dated: March 10, 1997

  
Frank W. Miller, President