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February 1, 2000

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for filing, please find **ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION**, along with a check in the amount of **\$35.00** for the applicable filing fee for the following entity:

**Philip Crosby Associates II, Inc.**  
**Document Number: P97000013069**

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Upon receipt, please "date-stamp" the copy of the letter provided, conform the enclosed copy and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

C. COULLETTE FEB 01 2000  
Very truly yours,

*Kelly B. Plante*  
Kelly B. Plante

KBP/amc  
Enclosures  
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ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
PHILIP CROSBY ASSOCIATES II, INC.

The undersigned, Philip B. Crosby, Chairman and Chief Executive Officer of Philip Crosby Associates II, Inc., a Florida corporation (the "Corporation"), has executed the following Articles of Amendment to the Articles of Incorporation of the Corporation, as adopted by the unanimous written consent of the Board of Directors of the Corporation on January 18, 2000 and, pursuant to Florida Statutes 607.0704, as adopted by the written consent of the holders of a majority of the outstanding common stock on January 19, 2000:

Article I - Name

The name of the Corporation is Philip Crosby Associates II, Inc.

Article II - Amendment

Article V of the Articles of Incorporation of the Corporation are hereby amended in their entirety to read as follows:

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of common stock, par value \$0.01 per share. Of the authorized shares of common stock, 900,000 shares shall be designated as voting Common Stock and 100,000 shares shall be designated as Non-Voting Common Stock. The voting Common Stock and the Non-Voting Common Stock are hereinafter referred to collectively as the "Common Stock". The rights, preferences, privileges, restrictions and other matters relating to each class are as follows:

(a) General Privileges. Each share of Common Stock shall be equal to every other share of Common Stock, except as otherwise provided herein or required by law.

(b) Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets and funds of the Corporation available for distribution to the holders of the Common Stock, divided between the shares of Common Stock on a pro rata basis.

(c) Voting Rights. The shares of Common Stock shall have the following voting rights:

(i) Each share of voting Common Stock shall entitle the holder thereof to one vote upon all matters upon which stockholders have the right to vote. Except as otherwise required by applicable law, the holders of shares of voting Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

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(ii) Each share of Non-Voting Common Stock shall carry no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the stockholders for their vote or approval except as required by applicable law.

(d) Automatic Conversion of Non-Voting Common Stock. Each share of Non-Voting Common Stock shall automatically be converted into one share of voting Common Stock, immediately upon the effectiveness of a registration statement filed under the Securities Act of 1933, as amended, in connection with the public offering of the Corporation's Common Stock, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.

(e) Dividends. The holders of the outstanding Common Stock shall be entitled to receive in any fiscal year, such dividends in cash, only when and as declared by the Board of Directors out of any assets at the time legally available therefor; provided, however, that in no event may the rate of any dividend payable on outstanding shares of any class of Common Stock be greater than the dividend rate payable on outstanding shares of the other class of Common Stock. In no event will shares of any class of Common Stock be split, divided or combined unless the outstanding shares of the other class of Common Stock shall be proportionately split, divided or combined.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 19<sup>th</sup> day of January, 2000.

PHILIP CROSBY ASSOCIATES II, INC.

  
By: Philip B. Crosby, Chairman and  
Chief Executive Officer