

P97000015736

SELLAR, SEWELL, RUSS, SAYLOR & JOHNSON, P. A.

ATTORNEYS AND COUNSELLORS AT LAW

907 WEBSTER STREET

LEESBURG, FLORIDA 34748

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MAILING ADDRESS:
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TELEPHONE (352) 787-2308
FAX NUMBER (352) 787-4341

December 2, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

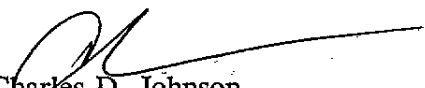
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Re: Amendment to Articles of Incorporation for E.F. Gauge, Inc.

Dear Sir:

Please find enclosed an original and one copy of the Amended Articles of Incorporation for E.F. Gauge, Inc. Also, enclosed is the Shareholders Resolution amending said Articles of Incorporation, the Notice to Shareholders of Special Meeting to Consider Proposed Amendment to Articles of Incorporation, and the Minutes of the Special Meeting to Amend the Articles of Incorporation. Please incorporate this into the Department's files involving this matter.

Sincerely,


Charles D. Johnson

CDJ/rp

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 22 PM 1:29

Amend
sf 12/23/97
CORAPAMND



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 10, 1997

Charles D. Johnson
Sellar, Sewell, Russ, Saylor & Johnson
Post Office Box 492722
Leesburg, FL 34749-2722

SUBJECT: E.F. GAUGE, INC.
Ref. Number: P97000015736

We have received your document for E.F. GAUGE, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

The amendment is sufficient to amend the articles of incorporation. Shareholders resolutions, minutes, etc. are not needed to amend the articles.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 697A00057989

SELLAR, SEWELL, RUSS, SAYLOR & JOHNSON, P. A.

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907 WEBSTER STREET

LEESBURG, FLORIDA 34748

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LEESBURG, FLORIDA 34749-2722
TELEPHONE (352) 787-2308
FAX NUMBER (352) 787-4341

December 17, 1997

Attn: Susan Payne
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

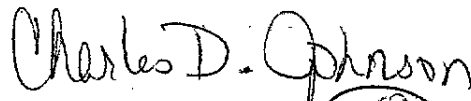

Re: E.F. Gauge, Inc.
Your Reference No. P97000015736

Dear Ms. Payne:

Please find enclosed an original and one copy of the Amended Articles of Incorporation for E.F. Gauge, Inc. Also, enclosed is the Shareholders Resolution amending said Articles of Incorporation, the Notice to Shareholders of Special Meeting to Consider Proposed Amendment to Articles of Incorporation, and the Minutes of the Special Meeting to Amend the Articles of Incorporation. Please incorporate this into the Department's files involving this matter. A check in the amount of \$87.50 (\$35.00 for filing and \$52.50 for the certified copy of the Amended Articles of Incorporation) is enclosed. ✓

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

Sincerely,


Charles D. Johnson 

CDJ/rp

Enclosures

**ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION OF E.F. GAUGE, INC.**

FILED
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DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 607, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

First, Article IV of the Articles of Incorporation of E.F. Gauge, Inc. is being amended.

Second, Article IV currently reads that

"The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share."

The amended Article IV shall read:


"The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven Hundred Fifty Thousand (750,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share."

Third, the date of the Amendment adoption is November 14, 1997.


The Amendment was approved unanimously by all of the shareholders. The number of votes cast for the amendment was unanimous and, therefore, sufficient for approval of the amendment.

Signed this 14th day of November, 1997.


DAVID P. HARRIS
President/Shareholder/Director


C. GENE MARKS, Shareholder/
Director


BRAD HOLTON, Shareholder/
Director


GAYLEN SMITH, Shareholder/
Director

SHAREHOLDERS RESOLUTION AMENDING ARTICLES OF INCORPORATION

Pursuant to Florida Statute 607, we, the undersigned, evidencing all of the shareholders of E.F. Gauge, Inc. hereby amend the Articles of Incorporation of E.F. Gauge, Inc., a Florida corporation, as follows:

1. Article IV of the Articles of Incorporation of E.F. Gauge, Inc., reading as follows:

"The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share"

is amended to read as follows:

"The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven Hundred Fifty Thousand (750,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share".

We, all of the shareholders of E.F. Gauge, Inc. approve this amendment to the Articles of Incorporation this 14th day of November, 1997.

David P. Harris
DAVID P. HARRIS, Shareholder

Gaylen Smith
GAYLEN SMITH, Shareholder

Brad Holton
BRAD HOLTON, Shareholder

C. Gene Marks
C. GENE MARKS, Shareholder

**NOTICE TO SHAREHOLDERS OF SPECIAL MEETING TO
CONSIDER PROPOSED AMENDMENTS TO ARTICLES OF INCORPORATION**

TO: The Shareholders of E.F. Gauge, Inc.

NOTICE is given that a meeting of the shareholders of E.F. Gauge, Inc. will be held on November 14, 1997 at 1:00 P.M. for the following purpose:

1. To amend the Articles of Incorporation to increase the authorized number of common shares of stock from 7,500 to 750,000. The purpose of this amendment is to provide greater flexibility for the corporation in its financial matters.

2. To transact such other business as may come before the meeting.

DATED November 13, 1997.



DAVID HARRIS, President

MINUTES OF SPECIAL MEETING
OF
BOARD OF DIRECTORS AND STOCKHOLDERS
OF
E.F. GAUGE, INC.

A Special Meeting of the Board of Directors and Stockholders of this corporation was held at Leesburg, Florida, at 10:00 o'clock, A.M., on the 14th day of November, 1997.

PRESENT AT THE MEETING WERE:

DAVID P. HARRIS, President/Shareholder/Director

C. GENE MARKS, Shareholder/Director

BRAD HOLTON, Shareholder/Director

GAYLEN SMITH, Shareholder/Director

the same being all the Directors and Stockholders of the corporation, as indicated opposite their names.

All the stock being represented at the meeting, the meeting was then declared to be lawfully and properly convened and competent to proceed.

Each Director and Stockholder waived notice of the Special Meeting as evidenced by the signature of each to the "Waiver of Notice" at the end of these minutes.

On motion duly made and carried, the following Resolution was adopted:

RESOLVED, that a 100/1 stock split shall take place immediately.

There being no further business to be transacted, the meeting was, on motion duly made and carried, adjourned.

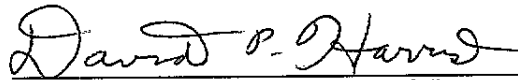
C. Gene Marks
C. GENE MARKS, Secretary

APPROVED:

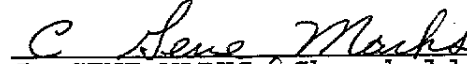
David P. Harris
DAVID P. HARRIS, President

WAIVER OF NOTICE

The undersigned, being all the Directors and Stockholders of E.F. GAUGE, INC., waive notice of the foregoing Special Meeting and consent to the holding of that meeting at the time and place specified.



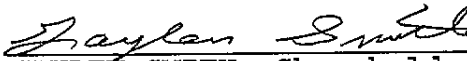
DAVID P. HARRIS, President



C. GENE MARKS, Shareholder/Director



BRAD HOLTON, Shareholder/Director



GAYLEN SMITH, Shareholder/Director