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BEN BOLLINGER

ATTORNEY AT LAW

(850) 763-8003 • FAX (850) 763-0992

OFFICE ADDRESS:
216 EAST 4TH STREET
PANAMA CITY, FLORIDA 32401

MAIL ADDRESS:
P.O. BOX 1788
PANAMA CITY, FL 32402

July 29, 1997

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

FILED
97 JUL 31 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Amendment for
Maintenance Headquarters, Inc.

500002253445--2
-07/31/97--01013--021
*****87.50 *****87.50

To Whom It May Concern:

I am enclosing herewith the original and one copy of the proposed Articles of Amendment of Maintenance Headquarters, Inc., together with a check in favor of the Secretary of State in the amount of \$87.50, for the following fees:

Filing Fees	\$ 35.00
Certified Copies	\$ 52.50
	<hr/>
	\$87.50

Please file this document and return a certified copy to me.
Thank you in advance for your assistance.

Sincerely,

Ben Bollinger

Ben Bollinger

BB/bm

Enclosures

*Barbara Moreau gave Authorization
to delete "Initial" art. VII. VS
8/7*

Amend.

a:\mainhead\secstate.le2

VS AUG 8 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MAINTENANCE HEADQUARTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The amendment adopted is as follows:

ARTICLE VII - ~~INITIAL~~ BOARD OF DIRECTORS

This corporation shall have (3) directors constituting the ~~initial~~ Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws, however, there shall never be less than one (1) Director. The name(s) and address(es) of the ~~initial~~ Board of Directors of the corporation is (are):

James F. Schmidt
Post Office Box 9758
Panama City Beach, FL 32417

Michael W. Usery
Post Office Box 9758
Panama City Beach, FL 32417

Joleen Goodwin
Post Office Box 9758
Panama City Beach, FL 32417

SECOND: Not Applicable.

THIRD: The amendment was adopted on July 28, 1997.

FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.


IN WITNESS WHEREOF, the undersigned has executed these
Articles of Amendment to Articles of Incorporation on this 28th
day of July, 1997.


James F. Schmidt
President

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer
duly authorized in the State aforesaid and in the County
aforesaid to take acknowledgments, personally appeared JAMES F.
SCHMIDT, to me personally known or who produced _____
as identification, and to me known to be the person described in
and who executed the foregoing and acknowledged before me that
they executed the same.

WITNESS my hand and official seal in the County and State
last aforesaid this 28th day of July, 1997.


NOTARY PUBLIC



BARBARA J. MOREAU
My Commission CC461218
Expires May. 09, 1999
Bonded by HAI
(800-422-1555)