P9700004438 Morgan, Oisen & Oisen, LLP

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Please respond to: Mark C. Olsen E-Mail: marko@morganolsen.com

August 15, 2002

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

Re: Prill, Gray & Associates, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of Articles of Amendment to Articles of Incorporation of Prill, Gray & Associates, Inc. Also enclosed is our check in the amount of \$35.00, which represents the filing fee. Please return the stamped copy in the enclosed envelope.

If there is anything else you need, please call.

Sincerely,

Janet S. Rice

Secretary to Mark C. Olsen

/jsr Enclosure 2 AUG 19 PM 3: 15

LAHASSEE FIORIDA

Anend Ps of 22/02

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF PRILL, GRAY & ASSOCIATES, INC.

02 AUG 19 PM 3: 15
ALLAHASSEE, 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 name of the Corporation is PRILL, GRAY & ASSOCIATES, INC.

SECOND:

Amendment adopted to Article V, AUTHORIZED SHARES: The Corporation is authorized only to have 100,000 shares of voting Common Stock having a par value of \$.01 per share. The Corporation is not authorized to have non-voting Common Stock.

THIRD:

The Amendment shall be effective upon its filing with the Division of

Corporations of The Florida Department of State.

FOURTH:

The Amendment was approved by the shareholders. The number of

votes cast for the change was sufficient for approval.

Signed this 1st day of March, 2002.

CARMEN PERSE GRAY Title: President

STATE OF FLORIDA COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 1st day of March, 2002, by Carmen Prill Gray, as President of Prill, Gray & Associates, Inc., (1) who is personally known to me or (_) who has produced _____ as identification.

Notary Public Print Name:

My Commission Expires:

HELEN M. DUNLAP Notary Public, State of Florida My comm. exp. Jan. 20, 2003 Comm. No. CC803374