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SPIVEY JOINT VENTURES, INC.**

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SPIVEY JOINT VENTURES, INC.

Document # P97000047974

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment to its Articles of Incorporation:

1. Subsection a. of ARTICLE III – Capital Stock is hereby deleted in its entirety and amended to read as follows:

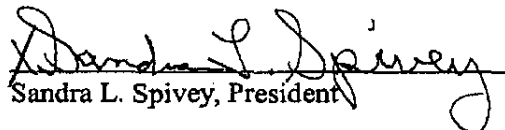
"a. The total number of shares authorized to be issued by the corporation is 500, of which 50 shares shall be Class A voting common stock with a par value of One Dollar (\$1.00) per share and 450 shares shall be Class B nonvoting common stock with a par value of One Dollar (\$1.00) per share.

The holders of the Class B common stock shall not be entitled by reason of their holdings to any voice or vote in the management or affairs of the corporation. The voting power shall be confined to the holders of "Class A common stock.

Except as provided there shall be no distinction between the two classes of stock."

2. The amendment was duly approved by the Shareholders and Directors on February 11, 2010, in accordance with Section 607.1006.

DATED: February 11, 2010.

  
Sandra L. Spivey, President