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BASIC AMENDMENT

BUSINESS DEVELOPMENT SPECIALISTS, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
BUSINESS DEVELOPMENT SPECIALISTS, INC.**

BUSINESS DEVELOPMENT SPECIALISTS, INC., a Florida corporation (the "Company"), under the hand of its President and Secretary, hereby certifies that:

The following Article was adopted on December 4, 2003, by the affirmative vote of the Shareholders of a majority of the shares entitled to vote on the amendment, in accordance with Florida Statutes Section 607.1003 (2001). The number of votes cast was sufficient for approval.

RESOLVED, that Article IV of the Articles of Incorporation¹ are hereby amended as it relates to the capitalization of the Company and is hereby amended as follows:

"ARTICLE VII

Section 1 The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be Fifty Thousand (50,000) shares of Class A Voting Common Stock having a par value of One Cent (\$.01) per share and Fifty Thousand (50,000) shares of Class B Non-Voting Common Stock having a par value of One Cent (\$.01) per share. All stock issued shall be fully paid and non-assessable.

Section 2 The Class A Voting Common Stock shall have the sole and exclusive voting privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than the par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

Section 3 The Class B Non-Voting Common Stock shall have no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the Class A Voting Common Stock. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of the debts of the Corporation, the holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all the remaining assets of

¹ The original Articles of Incorporation of the Company were modified when the Company merged with US Business Advisors, Inc.. In the merger documents, Article VII amended Article IV of the original Articles of Incorporation. The instant amendment relates to Article IV of the Article of Incorporation and, if effect, revises the changes made in Article VII of the merger documents.

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the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and the Class A Voting Common Stock then issued and outstanding.

Section 4 The Shareholders, regardless of the class of stock held, shall have no preemptive rights with respect to the capital stock or securities of the Corporation of any class, and the Corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the Corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the Shareholders then holding shares of its capital stock.

FURTHER RESOLVED, that the President and Secretary be, and they hereby are, authorized and directed to file a Certificate of Amendment with the State of Florida Division of Corporations to effectuate such amendment.

BUSINESS DEVELOPMENT SPECIALISTS, INC.

By: C.R. Motsett

C.R. MOTSETT

President and Secretary

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing Certificate of Amendment was acknowledged before me this 10th day of DECEMBER, 2003, by C.R. Motsett, who is the President and Secretary of Business Development Specialists, Inc. and [X] who is personally known to me or [] who has produced as identification.

[Signature]
Notary Public, State of Florida at Large

Notary's Stamped or Printed Name:

My commission expires:

