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PLEASE REPLY TO:
P.O. Box 676
Ponte Vedra Beach, FL
32004-0676

May 5, 1998

Attention: Amendments Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Geisler, Rowe & Weeks, P.A.

Ladies and Gentlemen:

Enclosed is an original Certificate of Amendment to the Articles of Incorporation to be filed in the Secretary of State's office on behalf of the above corporation. Also enclosed are a copy of the Amendment to be file stamped by your department and returned to us and our check for \$35.00 to cover filing fees.

If you have any questions concerning this document, please contact me.

Very truly yours,

WALKER, KOEGLER & DILLINGHAM, P.A.

Peggy D. Adolphson

Peggy D. Adolphson
Certified Legal Assistant

pa
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM12:02

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Amend.
5-14-98
CC

**CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
GEISLER, ROWE & WEEKS, P.A.**

FILED STATE
SECRETARY OF CORPORATION
98 MAY -8 PM12:02

Geisler, Rowe & Weeks, P.A. a Florida professional association, under the hands of its President and Secretary, hereby certifies that:

The following amendment was adopted on May 1, 1998, by the affirmative vote of the Shareholders of a majority of the shares entitled to vote on the amendment, in accordance with the Florida Statutes. The number of votes cast was sufficient for approval.

RESOLVED, that the Articles of Incorporation be amended in the following particulars: Article III will be deleted and the following language inserted in its place:

**Article III,
Capital Stock.**

Section 1. The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be Five Million (5,000,000) shares of Common Stock having a par value of Eighteen Cents (\$.18) per share and Fifty Thousand (50,000) shares of Preferred Stock having a par value of One Cent (\$.01) per share. All stock issued shall be fully paid and non-assessable.

Section 2. The Common Stock shall have the sole and exclusive voting privileges, each share of Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of 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 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 Common Stock then issued and outstanding.

Section 3. The Preferred Stock shall have no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the 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 Preferred Stock and the holders of the Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Preferred Stock and the Common Stock then issued and outstanding. The Board of Directors is hereby expressly authorized, at any time or from time to time, to divide any or all of the shares of Preferred Stock into one or more series, and in the resolution or resolutions establishing a particular series, before issuance of any of the

shares thereof, to fix and determine the number of shares and the designation of such series, so as to distinguish it from the shares of all other series and classes, and to fix and determine the voting rights, preferences, qualifications, privileges, limitations, options, restrictions, conversion rights and other special or relative rights of such series. Each of such series may differ from every other series previously authorized, as may be determined by the Board of Directors in any or all respects, to the fullest extent now or hereafter permitted by the laws of the State of Florida

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.

Section 5. The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor or services which, in the judgment of the Board of Directors of this Corporation, shall be of the valuation equivalent to the value of the stock to be issued.

Section 6. Shares of the Corporation's Common and Preferred Stock and certificates therefor shall be issued only to persons legally authorized within the State of Florida to render the same professional service as this Corporation.

AND 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.

GEISLER, ROWE & WEEKS, P.A.

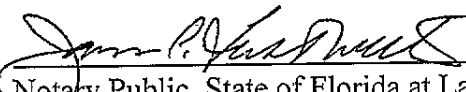
By: M. Curt Geisler
M. Curt Geisler
President

Attest: Alicia R. Weeks
Alicia R. Weeks
Secretary

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing Certificate of Amendment was acknowledged before me this 1ST MAY 98 day of MAY, 1998, by **M. Curt Geisler**, who is the President of Geisler, Rowe & Weeks, P.A. and who is personally known to me or who has produced identification.


Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My commission expires:

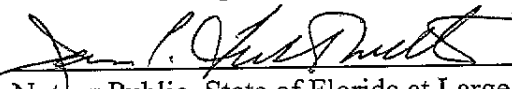


☒ Personally known.
☐ Produced _____ as identification.

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing Certificate of Amendment was acknowledged before me this 1ST day of MAY, 1998, by **Alicia R. Weeks** who is the Secretary of Geisler, Rowe & Weeks, P.A. and who is personally known to me or who has produced identification.


Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My commission expires:



☒ Personally known.
☐ Produced _____ as identification.