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LOWNDES DROSDICK

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P98000042289

7/09/98

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NAME: RF CAYLL, INC.

AUDIT NUMBER.....H98000012755

DOC TYPE.....BASIC AMENDMENT

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THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

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Direct Dial: 407/418-6203

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DIVISION OF CORPORATIONS

Amendment

07/10/98

DC

H98000012755

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF RF CAYLL, INC.

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Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, RF CAYLL, INC., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is RF CAYLL, INC.
2. The original Articles of Incorporation for the corporation were filed on May 11, 1998, and assigned Charter No. P98000042289.
3. By a written consent executed on June 4<sup>th</sup>, 1998 by all of the Directors and Shareholders of the corporation, the Directors have recommended to the Shareholders, and the Shareholders have voted to amend the Articles of Incorporation to increase the number of authorized shares of common stock of the Corporation from FIVE HUNDRED (500) shares of ONE AND NO/00 DOLLAR (\$1.00) par value common stock to ONE THOUSAND (1,000) shares of ONE AND NO/00 DOLLAR (\$1.00) par value common stock. The amendment was approved by the single class of Shareholders and the number of votes cast for approval was sufficient.

4. Article III of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE AND NO/100 DOLLAR (\$1.00) par value common stock.

IN WITNESS WHEREOF, the President of the corporation has executed these Articles of Amendment this 4<sup>th</sup> day of June, 1998 on behalf of the corporation.

RF CAYLL, INC., a Florida corporation

This document was prepared by:

Shawn G. Rader, Esquire

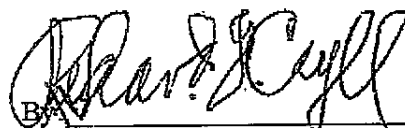
Florida Bar Number: 303054

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

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Richard F. Cayll, President/Director