

STIDHAM & ASSOCIATES, P.S.C.

ATTORNEYS AT LAW

Garnie Cliff Stidham
cliff@stidhamlaw.com

Lynn C. Stidham
lynn@stidhamlaw.com

John N. Brugger, III*
john@stidhamlaw.com
*also admitted in Florida

Kimberly C. Broughman*
kimberly@stidhamlaw.com
*also admitted in Ohio

Of Counsel:
Bing I. Bush, Jr*
*also admitted in California

Helen S. Miller,
Paralegal

Cheryl Alford,
Office Administrator

Two Paragon Centre, Suite 320
2343 Alexandria Drive
Lexington, Kentucky 40504
Phone: (859) 219-2255
Fax: (859) 219-3395
E-mail: info@stidhamlaw.com
Web site: www.stidhamlaw.com

June 17, 2002

VIA US MAIL

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, Florida 32314

Re: CFP Corp., a Florida corporation

300005934643--4
-06/24/02--01078--023
*****35.00 *****35.00

Dear Madam or Sir:

Enclosed please find one (1) signed original Articles of Amendment to the Articles of Incorporation for the above named corporation, and two (2) copies of same, along with a \$35.00 check for the filing fee. Please return the file stamped copies of the Articles of Amendment to our office after processing.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

STIDHAM & ASSOCIATES, P.S.C.

John N. Brugger, III

JNB/klp

Enclosures

cc: Vernon and Sara Cole
G. Cliff Stidham

H:\HOME\CLIFF\DATA\CLIENT\COLE\FLP\CFPCORP\6-17-02 Sec. of State ltr.vpd

FILED
02 JUN 24 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1998060055457
380 Amended
6-24-02

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CFP CORP.**

FILED
02 JUN 24 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, 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: Amendment adopted: ARTICLE 3 of the Articles of Incorporation of CFP Corp. is hereby deleted in its entirety and replaced with the following:

“The street address of the corporation’s registered office in the State of Florida is 1102 Ben Franklin Dr., Apt. 307, Sarasota, Florida 32436. The name of the registered agent at that address is Vernon J. Cole, who has accepted the designation as the designation as registered agent as evidenced in the attached acceptance.”

SECOND: Amendment adopted: ARTICLE 7 of the Articles of Incorporation of CFP Corp. is hereby deleted in its entirety and replaced with the following:

“The business and affairs of the corporation shall be conducted by a board of directors, the number of directors to be determined in the manner prescribed from time to time by the bylaws of the corporation.”

THIRD: Amendment adopted: ARTICLE 9 of the Articles of Incorporation of CFP Corp. is hereby deleted in its entirety and replaced with the following:

“The name and mailing address of the incorporators are as follows:

Vernon J. Cole
1102 Ben Franklin Dr., Apt. 307,
Sarasota, Florida 32436

Sara W. Cole
1102 Ben Franklin Dr., Apt. 307,
Sarasota, Florida 32436


Charles D. Cole
2121 Taborlake Circle
Lexington, Kentucky 40502"

FOURTH: No amendment herein provides for an exchange, reclassification or cancellation of issued shares.


FIFTH: The amendments herein above provided were adopted on March 31, 2002.

SIXTH: The amendments herein above provided were unanimously approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

Executed this the 3rd day of June, 2002.


Vernon J. Cole, President

This instrument prepared by:


STIDHAM & ASSOCIATES, P.S.C.
Two Paragon Centre, Suite 320
2343 Alexandria Drive
Lexington, Kentucky 40504
Telephone: (859) 219-2255

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