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ESTATE PLANNING & ADMINISTRATION  
TAX, CORPORATION & BUSINESS LAW  
REAL PROPERTY LAW

EDWIN I. FORD  
WILLIAM K. LOVELACE\*

\*LLM. IN TAXATION

August 31, 1998

Secretary of State  
State of Florida  
Division of Corporations  
Bureau of Corporate Records  
409 E. Gaines Street  
Tallahassee, FL 32301

400002632484--4  
-09/04/98--01092--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**Re: ASSOCIATED SALES PROFESSIONALS, INC.**

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Amendment to be filed for the above-named Corporation. In addition, I have enclosed my check payable to the Secretary of State in the amount of \$35.00 for the filing fee.

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

Very truly yours,

*William K. Lovelace*

William K. Lovelace

WKL\wbs  
Enclosures

FILED  
98 SEP -4 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend.  
9-14-98  
CC*

FILED  
98 SEP -4 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT OF**  
**ASSOCIATED SALES PROFESSIONALS, INC.**

**THE UNDERSIGNED**, WILLIAM K. LOVELACE, being the Vice President and Assistant Secretary, of ASSOCIATED SALES PROFESSIONALS, INC., does hereby certify that the following Amendment to the Articles of Incorporation of ASSOCIATED SALES PROFESSIONALS, INC. was approved by the Stockholders of said Corporation on the 31st day of August, 1998, at a duly called meeting of the Stockholders and Directors of the Corporation.

The Articles of Incorporation of ASSOCIATED SALES PROFESSIONALS, INC. are hereby amended as follows:

1. Article III is hereby deleted and the following is inserted in lieu thereof:

ARTICLE III

1. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of no-par common stock.
2. All amendments included herein were adopted pursuant to Section 607.1006, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.
3. This Amendment has been approved by unanimous consent of all of the Shareholders of the Corporation who are entitled to vote.
4. This Amendment shall be effective upon its filing with the Secretary of State, State of Florida.

**IN WITNESS WHEREOF**, the undersigned do hereunto set their hands this 31st day of August, 1998.

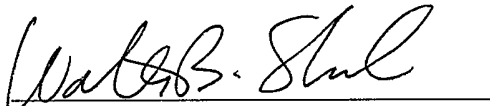
By: William K. Lovelace (SEAL)  
WILLIAM K. LOVELACE  
Vice President

ATTEST: William K. Lovelace (SEAL)  
WILLIAM K. LOVELACE  
Assistant Secretary

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

**ON THIS** 31st day of August, 1998, before me Walter B. Shurden, the undersigned notary, personally appeared WILLIAM K. LOVELACE, known to me, and who did take an oath, to be the person whose name is subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that he voluntarily executed the same for the uses and purposes herein contained.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal.



Notary Public

My Commission Expires:

