

P98000066662

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October 30, 2000

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Name of Corporation
Document No. P98000066662

Dear Sirs:

In regard to the above, enclosed please find Articles of Amendment and my firm's check in the amount of \$35.00 for the filing fee. Please file the Articles of Amendment and forward proof to me that they have been filed.

Thank you for your attention to this matter.

Very truly yours,

LAWRENCE J. SEMENTO

LJS/sc
Enclosures

FILED
00 NOV -2 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & N/C

T BROWN NOV - 9 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GROWTH GROUP CORP.**

FILED
00 NOV -2 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

The following amendment of the Articles of Incorporation was adopted by the unanimous consent of all the directors and stockholders of the Corporation on October 30, 2000, in the manner prescribed by Florida Statute Section 607.1003:

AMENDMENT TO ARTICLES

ARTICLE I - NAME

The name of the Corporation is: SPEARS AND SPEARS GENERAL CONTRACTORS, INC.

ARTICLE IV - STOCK

The Corporation is authorized to issue a maximum number of 50,000 shares of the par value of \$1.00 per share, all of which shall be common stock.

The Shareholders of the Corporation entitled to vote may enter into written agreements subjecting the disposition or transfer of any or all common stock of the Corporation to reasonable restraint by sale, assignment, pledge, will, inter vivos gift, or any other method of transfer or encumbrance of said common stock.

In the event that the holders of common stock of the Corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of the Corporation, such stock shall not be eligible for transfer on the books of the Corporation unless and until all of the terms and conditions of such agreement are met.

Transfers of any class of stock of the Corporation shall only be transferable upon the books of the Corporation.

The number of shares of the Corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereof was 100. By vote taken at a special meeting called for such purpose, the holders of all shares unanimously consent to the amendment.

Dated this 30 day of October, 2000.

GROWTH GROUP CORP.

By: Harvey L. Spears
President

Harvey L. Spears
Secretary

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared HARVEY L. SPEARS, the President and Secretary of GROWTH GROUP CORP., who is personally known to me, and who acknowledged before me that he executed the foregoing instrument freely and voluntarily under authority duly vested in him by said corporation.

WITNESS my hand and official seal this 30th day of October, 2000.

Notary Seal:



Sharon A. Cole
MY COMMISSION # CC738253 EXPIRES
June 26, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Sharon A. Cole
Notary Public Signature

Printed or Typed Name _____

Commission Number: _____

Expiration Date: _____