

*Anchors, Foster, McInnis & Keefe, P. A.*

**P99000036213**

C. LEDON ANCHORS  
W. SCOTT FOSTER\*  
C. JEFFREY MCINNIS  
LAWRENCE KEEFE  
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\*ALSO ADMITTED IN ALABAMA

February 2, 2001

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-02/05/01-01087-009  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

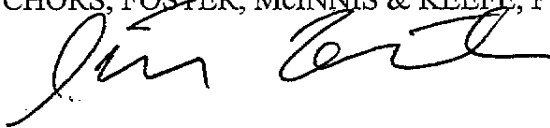
RE: Amendment of Articles of Incorporation  
of MVJ of Northwest Florida, Inc.

Dear Sir:

Enclosed you will find an original and one copy of the Amendment of the Articles of Incorporation for the above-referenced corporation. If you find the same in order, it would be appreciated if you would file the original Amendment with your office and, thereafter, please provide evidence of the filing of the same to the undersigned. Enclosed is a check in the amount of \$43.75 to cover the cost of filing the Amendment and providing a certified copy of the same to the undersigned. If you have any questions concerning the foregoing, please do not hesitate to call me.

Very truly yours,

ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.



William Scott Foster

Enclosures

cc: Max Bruner, Jr.  
Vince Bruner, Esquire  
Stephen C. Riggs, CPA

FILED  
01 FEB -5 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*P99000036213*  
*200-5-21/AM*  
*Amend*

AMENDMENT OF  
ARTICLES OF INCORPORATION

OF

MVI OF NORTHWEST FLORIDA, INC.  
(the "Corporation")

Pursuant to the provisions of Section 607.181, Florida Statutes, the undersigned, being the President and Secretary of the Corporation, intend to amend the Articles of Incorporation by the following resolution duly adopted by all the sole shareholder and director of the Corporation on the 1st day of February, 2001:

"ARTICLE IV of the Articles of Incorporation shall be amended to read as follows:

ARTICLE IV.  
Capital Stock

This corporation is authorized to issue two classes of shares of stock to be designated "Class A Common - Voting" and "Class B Common - Nonvoting".

The maximum number of shares of stock that this corporation is authorized to issue is one thousand shares having a nominal or par value of \$1.00 per share and the aggregate par value of all such shares is \$1,000.00.

Four (4) of the shares shall be Class A Common - Voting shares of a nominal or par value of \$1.00 each.

Nine hundred and ninety six (996) of the shares shall be Class B Common - Nonvoting shares of a nominal or par value of \$1.00 each.

Except as provided below, the Class A Common - Voting shares and Class B Common - Nonvoting shares shall be identical in all respects and shall have equal rights and privileges.

The holders of Class A Common - Voting shares shall have exclusive voting power except as follows: Notwithstanding anything in this section to the contrary, the holders of Class B Common Nonvoting shares shall have exclusive voting power on all matters at any time when no Class A Common Voting shares are issued and outstanding".

The undersigned requests that the Secretary of State of the State of Florida approve this amendment as set forth herein.

IN WITNESS WHEREOF, the undersigned have hereunto set the undersigned's hands and seals this 1st day of February, 2001.

Witnesses:

Rachel Sanson  
Alexandra Wells

Max Bruner, Jr. (SEAL)  
Max Bruner, Jr. - President

(AFFIX CORPORATE SEAL)

ATTEST:  
Max Bruner, Jr.  
Max Bruner, Jr.  
Its Secretary

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 FEB - 5 AM 11:44

FILED