

P99 000074503

GCNS Gulf Coast Negotiation Services, Inc.

A Florida Corporation

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Stacey Peace
Office Advisor
November 2, 1999

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Amendment Section,

Enclosed are Articles of Amendment to Articles of Incorporation of Gulf Coast Negotiation Services, Inc. (document # P99000074503) and a check in the amount of \$43.75 for filing of the Articles and one certified copy. Luann Bruce-Bell or I can be reached at (941) 952-5842.

Thank You for Your Attention to this Matter,

Stacey Peace
Stacey Peace

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GULF COAST NEGOTIATION SERVICES, INC.**

Article (II), (IV), AND (V) of the Articles of Incorporation of Gulf Coast Negotiation Services, Inc., were amended by the corporation's Board of Directors on November 1, 1999. Article (VI) was added by the Board of Directors and the above amendments were approved by the shareholders on November 1, 1999. The number of votes cast for the amendments was sufficient for approval. The corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to F.S. 607.0602.

Amendments adopted:

Article (II) of the Articles of Incorporation was amended as follows:

Principal place of business and mailing address of this corporation shall be:

677 N. Washington Blvd., Suite 27
Sarasota, Florida 34236

Article (IV) of the Articles of Incorporation was amended as follows:

Registered Office for Registered Agent Luann Bruce-Bell shall be:

677 N. Washington Blvd., Suite 27
Sarasota, Florida 34236

Article (V) of the Articles of Incorporation was amended as follows:

Address of the Incorporator Luann Bruce-Bell is:

677 N. Washington Blvd., Suite 27
Sarasota, Florida 34236

Article (VI) was added as follows:

Right of First Refusal

No Shareholder shall assign, encumber, pledge, transfer, or otherwise dispose of any of his or her shares of Stock to any person without first receiving the written consent of the other Shareholders.

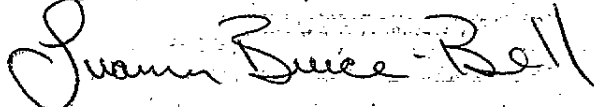
No shareholder shall transfer his or her shares of stock to any person, firm, or corporation unless the shareholder desiring to transfer (the "Transferor") shall first have made an

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offer to sell to the corporation and to the remaining shareholders. Within 30 days after the receipt of such offer, the corporation may elect to purchase the number of shares of the Stock involved in the proposed transfer or encumbrance. If the offer is not accepted by the corporation, the other Shareholders may, within 45 days after the making of such offer, elect to purchase the number of shares of the Stock involved in the proposed transfer or encumbrance. The corporation or other Shareholders shall exercise an election to purchase by giving written notice to the Transferor. Such notice shall specify a date for the closing of the purchase that shall not be more than 60 days after the date of such notice.

In the event the employment of the shareholder is terminated by the corporation, the corporation shall have the option to purchase all the shares of stock owned by the shareholder as if the shareholder offered them to the corporation.

Signed November 2, 1999

A handwritten signature in cursive script that reads "Luann Bruce-Bell". The signature is written in dark ink and is positioned above the printed name and title.

Luann Bruce-Bell
President