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Brant, Abraham, Reiter, McCormick & Johnson, P.A.

ATTORNEYS AND COUNSELLORS

Amy H. Johnson, Esq. ahjohnson@barmjlaw.com

April 16, 2010

VIA FEDERAL EXPRESS
PERSONAL AND CONFIDENTIAL
TO BE OPENED BY ADDRESSEE ONLY

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: <u>Duhon and Associates, Inc. - Articles of Amendment</u>

Dear Sir or Madam:

Please find enclosed for filing Articles of Amendment for Duhon and Associates, Inc., along with our firm's check #2885 in the amount of \$35.00 for the filing fee.

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

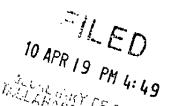
Very truly yours,

Amy H. Johnson

AHJ/bjw Enclosures

cc: Gwenn Duhon

ARTICLES OF AMENDMENT FOR DUHON AND ASSOCIATES, INC.



These Articles of Amendment are filed pursuant to Florida Statutes §607.1006; to reflect an amendment to the Articles of Incorporation of DUHON AND ASSOCIATES, INC. and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of DUHON AND ASSOCIATES, INC., and upon authority of all of the shareholders of this Corporation, hereby set forth as follows:

- 1. The name of this Corporation is DUHON AND ASSOCIATES, INC.
- 2. The Articles of Incorporation of DUHON AND ASSOCIATES, INC. have been amended by deleting Article 4 in its entirety and by substituting in lieu thereof the following Articles:

"ARTICLE 4 Capital Stock

- A. <u>Authorized Shares</u>. The number of shares of capital stock authorized to be issued by this Corporation shall be ten thousand (10,000) shares designated as voting common capital stock having a one dollar (\$1.00) par value and one hundred thousand (100,000) shares designated as non-voting common capital stock having a one dollar (\$1.00) par value.
- B. Relative Rights and Performances. The relative rights, privileges and limitations of the voting common stock and the non-voting common stock shall be in all respects identical, share for share, except that the voting common stock shall entitle the holder thereof to one vote for each share of voting common stock on all matters requiring the vote or approval of the stockholders of the Corporation and the holders of the non-voting common stock shall not have any right or power to vote except as provided under Florida Statutes §607.1004(4), or a statute of similar import as may be enacted in the future."
- 3. In accordance with <u>Florida Statutes</u> §607.1003, the referred to amendment was adopted by the Board of Directors on April <u>13</u>, 2010, and written consent to the said Amendment was given on April <u>13</u>, 2010, by all the shareholders comprising the only voting group in accordance with Florida Statutes §607.0704. The

number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

4. Upon the filing of these Articles of Amendment by the Department of State, the above referred to amendment shall become effective and the Articles of Incorporation of DUHON AND ASSOCIATES, INC., shall be deemed to be amended accordingly.

DATED this 13 day of April, 2010

Gwenn Duhon, Director, President,

Secretary