



V33793

ACCOUNT NO. : 072100000032

REFERENCE : 258992 4307842

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 87.50

ORDER DATE : February 13, 1997

ORDER TIME : 9:26 AM

ORDER NO. : 258992-010

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CUSTOMER NO: 4307842

CUSTOMER: Michael E. Goodbread, Jr., Esq
Martin Ade Birchfield &
3000 Independent Square
Post Office Box 59
Jacksonville, FL 32201

DOMESTIC AMENDMENT FILING

NAME: TREADWELL INCORPORATED

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF TREADWELL INCORPORATED**

1. The name of the corporation is Treadwell Incorporated.
2. Article V of the Articles of Incorporation of Treadwell Incorporated, a Florida corporation, is hereby amended in its entirety to read as follows:

"ARTICLE V

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is fifty (50) shares of common stock having a par value of \$12.00 per share. No fractional shares shall be permitted to remain outstanding.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The Shareholders may, by Bylaw provision or by Shareholders' Agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit."

3. In accordance with the above described amendment ("Amendment"), all of the issued and outstanding common stock of Treadwell Incorporated will be divided on a two

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hundred and fifty for one (250:1) basis. Any fractional shares created by virtue of the reverse stock split contemplated herein will be redeemed in cash for their fair market value as permitted by Florida Statutes Section 607.0604 (1995).

4. The Amendment was adopted by written consent of the sole member of the Board of Directors and by Shareholders owning a majority of the shares entitled to vote thereon on February 12, 1997.

5. The number of votes cast by the shareholders entitled to vote for the Amendment set forth above was sufficient for approval.

6. The foregoing Amendment shall become effective upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 12TH day of February, 1997.

TREADWELL INCORPORATED

By: 

Ben T. Franklin, Jr.
President