

STATE OF ALABAMA )  
JEFFERSON COUNTY )

853

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
PAUL & McDONALD ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, as President and Secretary of PAUL & McDONALD ASSOCIATES, INC., a corporation organized and existing under the laws of the State of Alabama, hereby certify that in accordance with Code of Alabama, 1975, Sections 10-2A-110, and 10-2A-113, the Articles of Incorporation were amended by the consent of the sole Director and Shareholder on the 1st day of June, 1984, as follows:

1. Article Fourth of the Articles of Incorporation as amended under date of September 17, 1982, is hereby deleted in its entirety.


2. There shall be substituted in lieu thereof the following Article Fourth, namely:

"ARTICLE FOURTH: The aggregate number of shares which the corporation shall be authorized to issue is 200 share of common of the par value of \$10.00 per share, constituting a total authorized capital of \$2,000.00."

The above amendment effects a change in the amount of stated capital and reduces the par value of its common stock. The stated capital is currently \$120,000.00, divided into 60,000 shares of Class "A" Common stock and 60,000 shares of Class B Common stock, both Class "A" and Class "B" Common stock having a par value of \$1.00 per share. This amendment decreases the stated capital to \$2,000.00. This amendment also provides for a par value of \$10.00 per share of common stock. This amendment eliminates the Class "A" and Class "B" Common stock.

I, the undersigned, being the sole Director and Shareholder of said Corporation, do hereby certify that the within Articles of Amendment are being filed in the Office of the Judge of Probate of Shelby County for the purpose of effecting such amendment in accordance with the Code of Alabama, 1975, Section 10-2A-114.

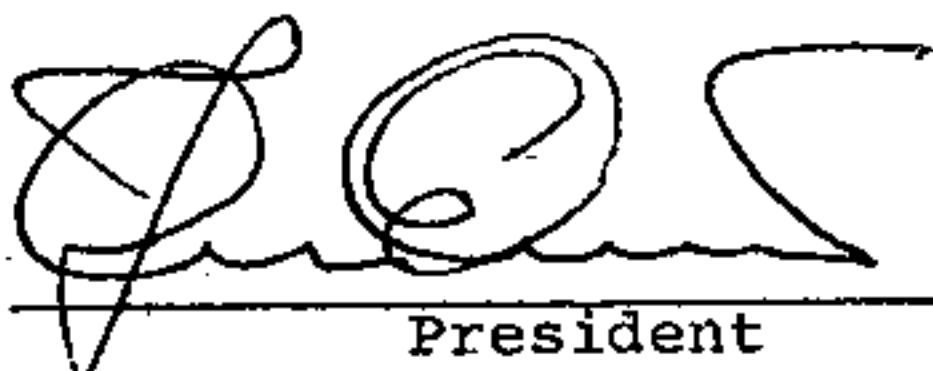
IN WITNESS WHEREOF, I, as President and Secretary of said Corporation have hereunto set my hand and seal this 1st day of June, 1984.

  
\_\_\_\_\_  
President and Secretary of  
PAUL & McDONALD ASSOCIATES, INC. (SEAL)

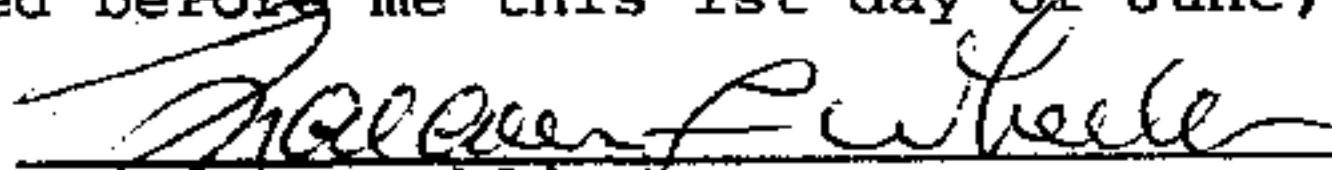
VERIFICATION

I, the undersigned, as President of PAUL & McDONALD ASSOCIATES, INC., do hereby verify that the above and foregoing instrument represents Articles of Amendment to Articles of Incorporation of PAUL & McDONALD ASSOCIATES, INC., an Alabama corporation, duly approved and adopted by the consent of the sole Director and Shareholder of the Corporation, and that the statements contained therein are true and correct.

This 1st day of June, 1984.

  
\_\_\_\_\_  
President

Sworn to and subscribed before me this 1st day of June, 1984.

  
\_\_\_\_\_  
Notary Public

STATEMENT OF WRITTEN CONSENT OF  
THE DIRECTORS AND THE SHAREHOLDERS  
OF  
PAUL & McDONALD ASSOCIATES, INC.

The undersigned, being the sole Director and the sole Shareholder of PAUL & McDONALD ASSOCIATES, INC., a corporation organized and existing under the laws of the State of Alabama, by and in accordance with the Code of Alabama, 1975, Sections 10-2A-110 and 10-2A-113, hereby consent that the Articles of Incorporation of PAUL & McDONALD ASSOCIATES, INC., filed in the Office of the Judge of Probate of Shelby County, Alabama, be amended as follows:

1. That Article Fourth of the Articles of Incorporation as amended under date of September 17, 1982, is hereby deleted in its entirety.

2. There shall be substituted in lieu thereof the following Article Fourth, namely:

"ARTICLE FOURTH: The aggregate number of shares which the corporation shall be authorized to issue is 200 shares of common of the par value of \$10.00 per share, constituting a total authorized capital of \$2,000.00."

IN WITNESS WHEREOF, I have hereunto executed this instrument on this the 1st day of June, 1984, as sole Director and Shareholder of the Corporation.

STATE OF ALA. SHELBY CO. 3  
I CERTIFY THIS  
INSTRUMENT WAS FILED

1984 JUL 17 PM 1:17

Thomas A. J. J. J.  
JUDGE OF PROBATE

  
JOHN E. PAUL

Fee 10.00  
Jud 1.00  
11.00