

THIS INSTRUMENT PREPARED BY:

ANDREW J. POTTS
ATTORNEY AT LAW
BERKOWITZ, LEFKOVITS, ISOM
A PROFESSIONAL CORPORATION
1600 SOUTHTRUST TOWER
BIRMINGHAM, ALABAMA 35203

Inst # 1992-31065

KUSHN

12/23/1992-31065
09:45 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 NCD 13.00

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GALLET & ASSOCIATES, INC.

Pursuant to the provisions of Code of Alabama (1975), §10-4-238 and §10-2A-113, the undersigned Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is:

Gallet and Associates, Inc.

2. The amendment so adopted is:

FIRST: Article IV of the original Articles of Incorporation is hereby amended by deleting said Article IV in its entirety and substituting in lieu thereof the following:

"IV. The aggregate number of shares which the corporation shall have authority to issue is fifty thousand (50,000) common shares with a par value of two dollars ~~(\$2.00)~~."

SECOND: The original Articles of Incorporation are hereby amended by adding the following new Article XI:

"XI Denial of Shareholder's Preemptive Rights. No shareholder shall be entitled as a matter of right to subscribe for, purchase, or receive any shares of stock, or other securities convertible into stock, of the Corporation which it may issue, or sell, whether such shares are now or hereafter authorized, but all such additional shares of stock or other securities may be issued and disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable. No shareholder of any shares of stock shall have any preemptive rights with respect to the issuance of any class of stock, including treasury shares.

THIRD: Except as hereinabove amended, the Articles of Incorporation of the Corporation are continued in full force and effect.

3. Each issued and outstanding share of the \$10.00 par value stock shall be canceled and exchanged for five (5) shares of the \$2.00 par stock of the Corporation.

4. The foregoing Amendment to the Articles of Incorporation of the Corporation was unanimously adopted by the shareholders of the Corporation on December 16, 1992.

5. The number of shares of the Corporation outstanding at the time of the adoption of the amendment was 202 and the number of shares entitled to vote thereon was 202.

6. The number of shares voted for such Amendment was 202 and the number of shares voted against such amendment was zero (0). The adoption of the amendment was accomplished by the unanimous consent of the shareholders and the directors of the Corporation pursuant to Code of Alabama (1975), §10-2A-56 and §10-2A-66.

7. The amendment provides for an exchange and cancellation of issued shares, but not for the reclassification of issued shares.

8. The amendment does not effect a change in the amount of stated capital of the Corporation.

This the 16th day of December, 1992.

ATTEST

GALLET & ASSOCIATES, INC.

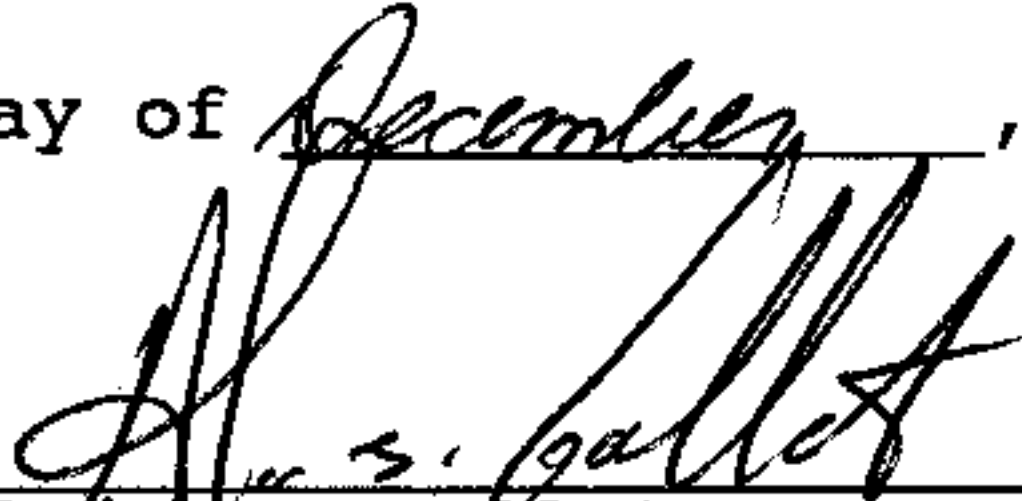
Sandra L. Gallet
Secretary

By Al S. Gallet
President

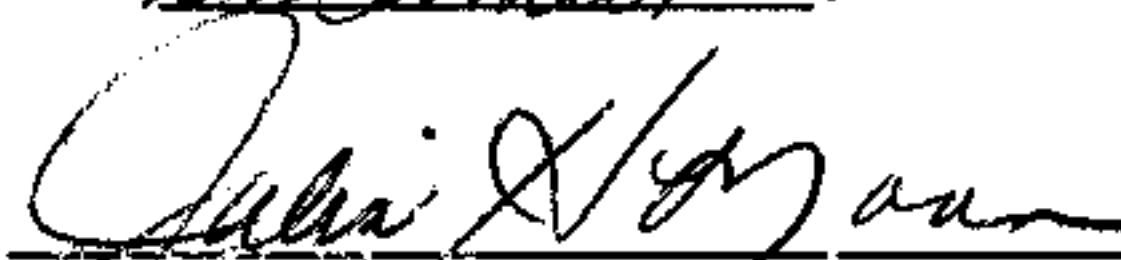
VERIFICATION

The undersigned, Alain J. Gallet, President of Gallet & Associates, Inc., an Alabama corporation (the "Corporation"), hereby certifies, as such President, that Alain J. Gallet and Sandra Gallet, whose names as the respective President and Secretary of the Corporation, are signed to the foregoing Articles of Amendment, constitute such respective officers of the Corporation and that the statements set forth in the foregoing Articles of Amendment are true and correct.

WITNESS, my hand and seal this 16th day of December, 1992.


Alain J. Gallet
President

Subscribed and sworn to
before me this 16th day
of December, 1992.


Notary Public
My Commission Expires: May 21, 1994

State of Alabama

County

SHELBY

CERTIFICATE OF AMENDMENT

OF

GALLET & ASSOCIATES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of AMENDMENT of GALLET & ASSOCIATES, INC., duly signed and verified pursuant to the provisions of Section 10-2A-113 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of AMENDMENT of GALLET & ASSOCIATES, INC., and attaches hereto a duplicate original of the Articles of AMENDMENT.

GIVEN Under My Hand and Official Seal on this the 23rd day of

DECEMBER, 1992.

Thomas A. Snow Jr.

Judge of Probate

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