

State of Tennessee



Department of State

Nov 10 8 20 AM '83
DEPT. OF STATE

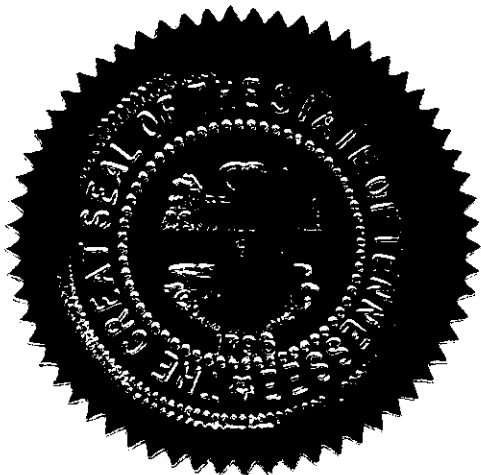
I, GENTRY CROWELL, Secretary of State of the State of
Tennessee, do hereby certify that the annexed is a true
and correct copy of the Articles of Amendment to the
Charter of

MALONE & HYDE, INC.

which was filed in this office on December 3, 1982

with document locator number 00341 00220

Changing the authorized capital stock



IN WITNESS WHEREOF, I have hereto affixed my signature
and the Great Seal of the State, at Nashville, this 3rd
day of November in the year of our Lord
nineteen hundred eighty-three

Gentry Crowell
Secretary of State

1982 DEC -3 AM 9 09

003411 00220

ARTICLES OF AMENDMENT TO THE CHARTER
OF
MALONE & HYDE, INC.

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Restated Charter:

1. The name of the corporation is Malone & Hyde, Inc.
2. The amendment adopted is:

Article 6 of the Restated Charter, which is as follows:

"6. The maximum number of shares which the Corporation has the authority to issue is twenty million (20,000,000) shares of Common Stock, par value \$1.00 per share."

shall be stricken in its entirety and the following substituted therefor:

"6. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time is Twenty Million (20,000,000) shares of Common Stock of the par value of \$1 per share, and Five Hundred Thousand (500,000) shares of Preferred Stock of the par value of \$1 per share, such Preferred Stock being issuable in one or more series. The Board of Directors is expressly vested with the authority to divide the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of each series so established, provided, however, that the rights and preferences of the various series may vary only with respect to:

- (a) the rate of dividend;
- (b) whether the shares may be called and, if so, the call price and the terms and conditions of call;
- (c) the amount payable upon the shares in the event of voluntary and involuntary liquidation;
- (d) sinking fund provisions, if any, for the call or redemption of the shares;
- (e) the terms and conditions, if any, on which the shares may be converted;

1982 DEC -3 AM 9:03

- (f) voting rights; and
- (g) whether the shares shall be cumulative, noncumulative or partially cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

The Board of Directors shall exercise the foregoing authority by adopting a resolution setting forth the designation of each series and the number of shares therein, and fixing and determining the relative rights and preferences thereof. The Board of Directors may make any change in the designations, terms, limitations, or relative rights or preferences of any series in the same manner, so long as no shares of such series are outstanding at such time.

Within the limits and restrictions, if any, stated in any resolution of the Board of Directors originally fixing the number of shares constituting any series, the Board of Directors is authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of such series. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

Prior to the issuance of any shares of any series of Preferred Stock a certificate shall be executed and delivered to the Secretary of State for filing as required by Section 503 of Title 48 of the Tennessee Code Annotated. A certificate evidencing any increase or decrease in the number of shares in any series shall be executed and delivered for filing in the same manner.

No holder of Common Stock or Preferred Stock shall have any preemptive right as such holder to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, including unissued and treasury stock, or obligations or other securities convertible into or exchangeable for stock of any class, or warrants or other instruments evidencing rights or options to subscribe for, purchase or receive any stock of any class, whether now or hereafter authorized and whether issued for cash or other consideration or by way of dividend."

FILED
SECRETARY OF STATE

0 0 3 4 1 0 0 2 2 2

3. The amendment was duly adopted at a meeting of the
1982 DEC -2 ~~shall be~~ on November 19, 1982.

November 29, 1982

MALONE & HYDE, INC.

By

J. R. Hyde
President