

# CARLTON FIELDS

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July 31, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-08/04/98-01018-005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Florida Drum Company, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Amendment to Articles of Incorporation of Florida Drum Company, Inc., a Florida corporation, changing the corporate name to FDC Holdings, Inc.

Please file the original with your office and return the copy showing the date of filing of the Articles of Amendment. Also enclosed is our check in the amount of \$35.00 to cover the cost of filing the Articles of Amendment.

Please call me if you have any questions.

Very truly yours,

*Debra H. Sincere*  
Debra H. Sincere  
Legal Assistant

FILED  
30 AUG -3 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

cc: Bill B. McEachern, Attorney  
Christopher R. Long

P#89187.1

OK 138572  
208  
REC 8-3-98

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA

ORLANDO

PENSACOLA

TALLAHASSEE

WEST PALM BEACH

ST. PETERSBURG

MIAMI

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
FLORIDA DRUM COMPANY, INC., A FLORIDA CORPORATION

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Florida Drum Company, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation, to be effective on June 19, 1998:

ARTICLE I  
First Amendment

The text of the only amendment to the Corporation's Articles of Incorporation is:

Article I of the Articles of Incorporation of the Corporation is hereby amended, revised and restated in its entirety as follows:

ARTICLE I

The name of the corporation is FDC Holdings, Inc.

ARTICLE II  
Date of Adoption

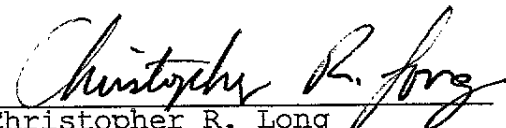
This amendment was adopted on the 17th day of June, 1998, to be effective June 19, 1998.

ARTICLE III  
Manner of Adoption

The amendment was duly approved by the shareholders of the Corporation and the number of votes cast for the amendments by the shareholders were sufficient for approval of all amendments.

Dated this 19th day of June, 1998.

FLORIDA DRUM COMPANY, INC.  
a Florida corporation

By   
Christopher R. Long  
President

FILED  
98 AUG -3 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA