

196114

LAW OFFICES
MAYER & KENNEDY
THE FORUM - TOWER A
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SUITE 700
WEST PALM BEACH, FLORIDA 33401

(561) 683-2484
Fax: (561) 684-3142

EARL E. MAYER, JR.*
P. TODD KENNEDY, P.A.
JOHN W. RANDOLPH, JR.

* Federal Tax Counsel to the Firm
Admitted in Ohio Only; Practice Limited
to Matters of Federal Tax Law

May 6, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street (32301)
P. O. Box 6327
Tallahassee, FL 32314

Re: Farmer & Irwin Corp.

600002174636--1
-05/12/97--01055--020
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed are two (2) original Amendments to Articles of Incorporation for the captioned corporation.

One (1) original is to be filed in your office and one (1) original is to be marked "Received" and returned to this office in the enclosed self-addressed stamped envelope. Also enclosed is a check from our firm in the amount of \$35.00 to cover your fee for receiving, filing and indexing of the enclosed Amendment to Articles of Incorporation.

Please telephone me if there is any reason why this request cannot be met promptly.
Thank you for your attention to these matters.

Sincerely,

MAYER & KENNEDY

P. Todd Kennedy

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SH 5/23

SECRET
TALLAHASSEE, FLORIDA

97 MAY 22 PM 12:19

FILED

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enclosures
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 16, 1997

P. Todd Kennedy
Mayer & Kennedy
1675 Palm Beach Lakes Blvd., Suite 700
West Palm Beach, FL 33401

SUBJECT: FARMER & IRWIN CORP.
Ref. Number: 196114

We have received your document for FARMER & IRWIN CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the capacity of each person signing the amendment.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 197A00026444

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* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

May 20, 1997

Florida Department of State
Division of Corporations
Attn: Steven Harris, Corp. Specialist
P.O. Box 6327
Tallahassee, FL 32314

Re: Farmer & Irwin Corp.

Dear Mr. Harris:

As we discussed today on the telephone, enclosed please find the Articles of Amendment of Farmer & Irwin Corp. revised as set forth in your letter dated May 16, 1997, a copy of which is enclosed.

Also enclosed please find my original letter dated May 6, 1997. Please file the enclosed documents consistent with my letter dated May 6, 1997.

Thank you for your help in these matters.

Sincerely,

MAYER & KENNEDY


P. Todd Kennedy

Enclosures
Farmer3/10/97/late.520

ARTICLES OF AMENDMENT
OF
FARMER & IRWIN CORP.

FILED
97 MAY 22 PM 1:18
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of amending the Articles of Incorporation of FARMER & IRWIN CORP., pursuant to Florida Statutes §§607.1001, 607.1002 and 607.1006 hereby adopt the following Articles of Amendment:

Article III - Capital Stock

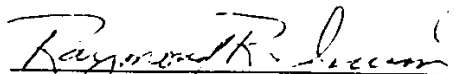
The number of shares of stock of the Corporation shall be Five Million (5,000,000) shares of no par value. All of said stock shall be paid for in cash, stocks, notes, accounts, claims, real estate, or other property, at a just valuation, to be fixed by the Board of Directors at a meeting called for that purpose.

Except to the extent that any of the provisions of these Articles of Amendment are expressly in conflict with the provisions of the Corporation's original Articles of Incorporation, and any amendments thereto, the Corporation's original Articles of Incorporation, and any amendments thereto, shall remain in full force and effect.

The Shareholders approved and adopted these Articles of Amendment on May 7, 1997. The number of votes cast for approval and adoption of these Articles of Amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Amendment effective the 7 day of May, 1997. These Articles of Amendment have been approved by the majority vote of the Shareholders.

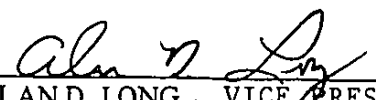
DIRECTORS:

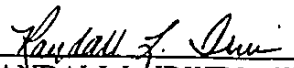

RAYMOND R. IRWIN, SECRETARY


ROBERT E. FARMER, SR., PRESIDENT/TREAS.

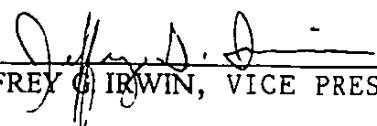

STEVE IRWIN, VICE PRESIDENT


ROBERT E. FARMER, JR., VICE PRESIDENT


ALAND D. LONG , VICE PRESIDENT/
ASST. SECRETARY


RANDALL L. IRWIN, VICE PRESIDENT


GEORGE TSURUTOME, VICE PRESIDENT


JEFFREY C. IRWIN, VICE PRESIDENT

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