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Certified Mail
Return Receipt requested

* BOARD CERTIFIED IN REAL ESTATE
** BOARD CERTIFIED IN TAXATION

February 19, 1998

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/23/98--01102--002
*****87.50 *****87.50

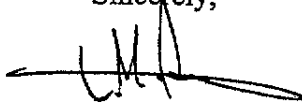
Re: Peerless Instrument Co., Inc.

Dear To Whom It May Concern:

Enclosed are an original and one copy of Articles of Amendment to Articles of Incorporation of Peerless Instrument Co., Inc. Please file the Articles of Amendment and return to us a certified copy. Our check in the amount of \$87.50 for the filing and certified copy fees is enclosed.

Please contact me immediately if you have any questions.

Sincerely,



L.M. Ploucha

LMP/nlc
Enclosures

cc: Mr. Robert T. Brady

FILED
98 FEB 23 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLL FEB 24 1998

ARTICLES OF AMENDMENT
OF
PEERLESS INSTRUMENT CO., INC.

FILED
98 FEB 23 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ITEM I.

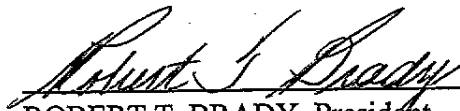
Article THIRD of the Articles of Incorporation is hereby amended to read as follows:

THIRD: This Corporation is authorized to issue a maximum of twenty thousand (20,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Cent (\$.01) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ITEM II.

The foregoing Amendment was adopted by the unanimous consent of the sole stockholder and all of the directors of this Corporation on the 13th day of February, 1998.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 13th day of February, 1998.


ROBERT T. BRADY, President

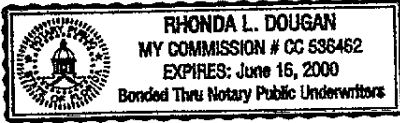

RICHARD OGRDOWSKI, Secretary

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 13th day of February, 1998, by ROBERT T. BRADY, President, and RICHARD

OGRODOWSKI, Secretary, of PEERLESS INSTRUMENT CO., INC., who are personally known

to me or have produced _____ as identification.



Rhonda L. Dougan

Notary Public, State of Florida at Large