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468959

December 8, 1997

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

Re: **WAGNER PRODUCTS, INC.**  
Our File No: 5172.0000

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 10 PM 2: 07

300002367803 -- 7  
-12/10/97--01020--014  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Sir or Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of WAGNER PRODUCTS, INC., together with our firm's trust account check in the amount of \$43.75 representing the filing fee and the cost for a certificate of status. Kindly process same and return one filed copy along with the certificate of status to our office in the self-addressed, stamped envelope provided for your convenience.

Thank you for your prompt assistance in this matter.

Very truly yours,



IRENE RUBANCHIK  
Legal Assistant

Enclosures

N.C.  
12-15-97  
cc

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
WAGNER PRODUCTS CORP.**

Pursuant to Section 607.1006 of the Florida Statutes, the Articles of Incorporation of the above-named corporation are hereby amended as follows:

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
91 DEC 30 PM 2:07

FIRST: The name of the corporation is WAGNER PRODUCTS CORP.

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:

The name of the corporation shall be:

**WAGNER HOLDINGS CORP.**

THIRD: This amendment was adopted by the Board of Directors of the corporation on December 3, 1997.

Shareholder action was not required to adopt this amendment.

WAGNER PRODUCTS CORP.

By: 

STUART J. WAGNER, President and Director