

828907



ACCOUNT NO. : 072100000032

REFERENCE : 985978 5039667

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 35.00

ORDER DATE : October 6, 1998

ORDER TIME : 9:34 AM

ORDER NO. : 985978-025

900002778759--8

CUSTOMER NO: 5039667

CUSTOMER: Ms. Sarah M. Barton
Abs Group Services, Inc.
16855 Northchase Drive
Abs Plaza
Houston, TX 77060

FOREIGN FILINGS

NAME: ABS INTEGRATED SERVICES, INC.

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

N/C

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Turner

99 FEB 18 AM 9:53
DIVISION OF CORPORATION

FILED
99 FEB 18 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 2/18

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

99 FEB 18 PM 3:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ABS Integrated Services, Inc.
Name of corporation as it appears on the records of the Department of State.
2. New York 3. 10/21/72
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 9/18/98
5. ABS Group, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
No change
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
No change
New Jurisdiction

Christopher J. Wiernicki
Signature

October 2, 1998
Date

Christopher J. Wiernicki
Typed or printed name

President
Title

State of New York
Department of State

ss:

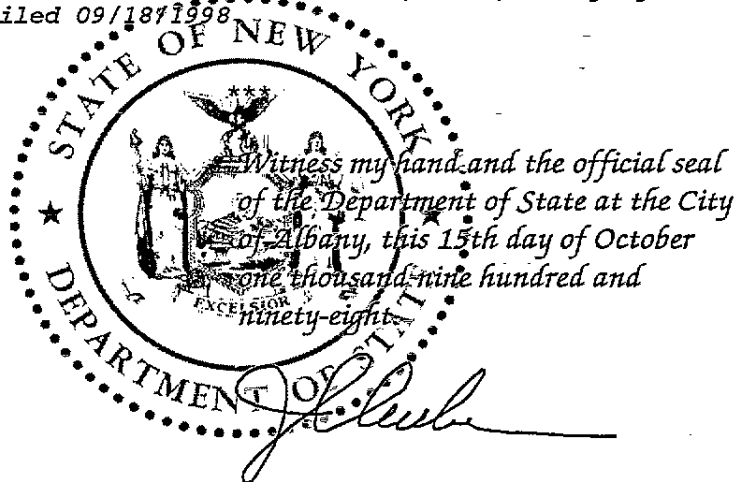
I hereby certify, that the certificate of incorporation of ABS GROUP INC. was filed on 10/04/1971, under the name of ABS WORLDWIDE TECHNICAL SERVICES, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment ABS WORLDWIDE TECHNICAL SERVICES, INC., changing name to ABS INDUSTRIAL VERIFICATION, INC., was filed 05/10/1991.

A Certificate of Amendment ABS INDUSTRIAL VERIFICATION, INC., changing name to ABS SERVICES, INC., was filed 12/05/1996.

A Certificate of Amendment ABS SERVICES, INC., changing name to ABS INTEGRATED SERVICES, INC., was filed 09/17/1997.

A Certificate of Amendment ABS INTEGRATED SERVICES, INC., changing name to ABS GROUP INC., was filed 09/18/1998



Special Deputy Secretary of State

199810160385 08

WRITTEN CONSENT OF BOARD OF DIRECTORS OF
ABS GROUP INC.

We, the undersigned, being all of the Directors of ABS INTEGRATED GROUP INC., a New York corporation, following an extensive review and discussion of the business and other benefits of changing the name of the corporation DO HEREBY CONSENT, in writing, to the taking of the following actions:

IT IS HEREBY

RESOLVED, that an alternate name be adopted for the state of Florida as follows:
"ABS Group Inc., a subsidiary of ABS Group of Companies, Inc."

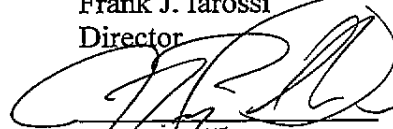
RESOLVED, that the officers of this corporation are authorized to have prepared and execute the necessary and appropriate to carry out this resolution.

The Secretary is hereby directed to file this written consent with the minutes of the proceedings of the Board of Directors.

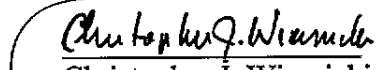
Dated this 4th day of Feb. 1999



Frank J. Iarossi
Director



J. Brad Fillmore
Director



Christopher J. Wiernicki
Director

ABS GROUP INC.

ASSISTANT SECRETARY'S CERTIFICATE

I, the undersigned, hereby certify that I am the Assistant Secretary of ABS Group Inc., a corporation organized and existing under the laws of New York; that I am custodian of certain records of said corporation, including its bylaws and minute book; and that effective September 22, 1998 the name of ABS Integrated Services, Inc. was changed to ABS Group Inc. and that ABS Group Inc. will operate in Florida under the following alternate name: "ABS Group Inc., a subsidiary of ABS Group of Companies, Inc."

IN WITNESS WHEREOF, I have hereunto set my hands this 4th day of
February 1999.

ABS Group Inc.



Sarah M. Barton
Assistant Secretary