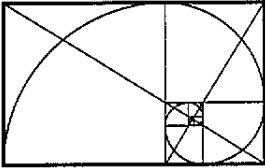


850831

**BRADFIELD
RICHARDS**

**& ASSOCIATES
ARCHITECTS
INCORPORATED**



June 29, 1999

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

FILED
99 JUL 30 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

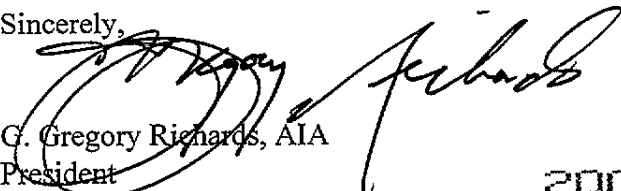
Richard H. Bradfield, FAIA
G. Gregory Richards, AIA
Thomas J. Rhodes, AIA
Bailey T. Pope, AIA

Sir or Madam:

Please use this letter and attached documents as notification of our company name change effective June 3, 1999. Please amend our corporate registration to read Bradfield, Richards, Rhodes and Associates, Architects, Inc. as the company name. There has been no structural change or any other changes associated with this name change.

I appreciate your assistance. Please contact Patti Dowdall in my office if you should have any further questions or need additional information.

Sincerely,


G. Gregory Richards, AIA
President

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-07/06/99--01120--005
*****35.00 *****35.00

NC
7-30-99
bms

6255 Barfield Road
Suite One Hundred
Atlanta, Georgia 30328

TEL 404 . 256 . 6565
FAX 404 . 256 . 5858



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 15, 1999

BRADFIELD RICHARDS & ASSOCIATES, INC.
6255 BARFIELD ROAD, SUITE 100
ATLANTA, GA 30328

SUBJECT: BRADFIELD, RICHARDS, AND ASSOCIATES, ARCHITECTS, INC.
Ref. Number: 850831

We have received your document for BRADFIELD, RICHARDS, AND ASSOCIATES, ARCHITECTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to nonprofit statutes (chapter 617, Florida Statutes). As the entity was originally filed as a corporation for profit, this document should be filed pursuant to chapter 607, Florida Statutes. Enclosed is the correct form.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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 (850) 487-6957.

Doug Spidler
Document Specialist

Letter Number: 699A00036402

FILED

99 JUL 30 PM 4:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

99 JUL 30 AM 11:12

DIVISION OF CORPORATIONS

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)

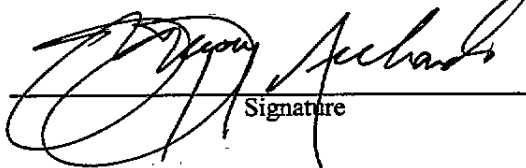
1. BRADFIELD, RICHARDS AND ASSOCIATES, ARCHITECTS, INC.
Name of corporation as it appears on the records of the Department of State.
2. GEORGIA 3. 10-27-81
Incorporated under laws of Date authorized to do business in Florida

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? 6-3-99
5. BRADFIELD, RICHARDS, RHODES AND ASSOCIATES, ARCHITECTS, 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.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction



Signature
G. Gregory Richards
Typed or printed name

7-22-99

Date
PRESIDENT

Title

FILED
99 JUL 30 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K92030197
CONTROL NUMBER : H308089
DATE INC/AUTH/FILED: 10/11/1973
JURISDICTION : GEORGIA
PRINT DATE : 07/22/1999
FORM NUMBER : 215

LEFKOFF, DUNCAN, GRIMES & MILLER
ATTN: FREDDA P. HARRISON
3495 PIEDMONT RD NE STE 806
ATLANTA, GA 30305

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

BRADFIELD, RICHARDS, RHODES AND ASSOCIATES, ARCHITECTS, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91550478
CONTROL NUMBER: H308089
EFFECTIVE DATE: 06/03/1999
REFERENCE : 0048
PRINT DATE : 06/08/1999
FORM NUMBER : 611

LEFKOFF, DUNCAN, GRIMES & MILLER
ATTN: FREDDA P. HARRISON
3495 PIEDMONT RD., N.E., SUITE 806
ATLANTA, GA 30305

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

BRADFIELD, RICHARDS, AND ASSOCIATES, ARCHITECTS, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

BRADFIELD, RICHARDS, RHODES AND ASSOCIATES, ARCHITECTS, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox

Cathy Cox
Secretary of State

K91550467

H308089
K91550478

AMENDMENT OF FIRST AMENDMENT OF ARTICLES OF INCORPORATION
OF

BRADFIELD, RICHARDS AND ASSOCIATES, ARCHITECTS, INC.

Pursuant to O.C.G.A. §14-2-1006 of the Georgia Business Corporation Code, Bradfield, Richards and Associates, Architects, Inc., a Georgia Corporation, hereby submits the following Articles of Amendment:

1.

The name of the Corporation is Bradfield, Richards, And Associates, Architects, Inc. (the "Corporation") and the charter number of the Corporation is 7308089.

2.

Article I. of the Articles of Incorporation are hereby amended (the "Amendment") as follows:

"The name of the corporation is: BRADFIELD, RICHARDS, RHODES AND ASSOCIATES, ARCHITECTS, INC."

3.

The Amendment was duly adopted on 6.1.99.

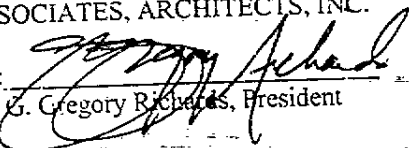
4.

The foregoing Amendment was adopted by the Board of Directors and shareholder action was not required.

IN WITNESS WHEREOF, BRADFIELD, RICHARDS AND ASSOCIATES, ARCHITECTS, INC. has caused these Articles of Amendment to be executed by its duly authorized officers on this 1st day of June, 1999.

BRADFIELD, RICHARDS AND ASSOCIATES, ARCHITECTS, INC.

By:


G. Gregory Richards, President

65. 111 EE E E HAF

31418 22 1847344 (CORPORATE SEAL)

CERTIFICATE OF PUBLICATION

The undersigned hereby certifies that he is the duly elected, qualified and acting President of BRADFELD, RICHARDS AND ASSOCIATES, ARCHITECTS, INC., a Georgia corporation (the "Corporation") and further certifies, pursuant to O.C.G.A. Section 14-2-1006.1 of the Georgia Business corporation Code (the "Code") that:

I.

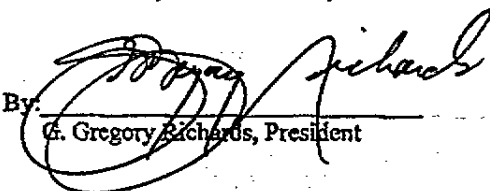
An Amendment to the First Amendment of Articles of Incorporation of Bradfield, Richards and Associates, Architects, Inc. changing the name to Bradfield, Richards, Rhodcs and Associates, Architects, Inc. was duly adopted on June 1, 1999.

II.

A request for publication of a notice to file Articles of Amendment to change the name of the corporation and payment thereof have been submitted to the Fulton County Daily Report on June 1, 1999 as required by O.C.G.A. Section 14-2-1006.1(b).

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 1st day of June, 1999.

**BRADFELD, RICHARDS AND
ASSOCIATES, ARCHITECTS, INC.**

By: 

G. Gregory Richards, President