



FISCHER
INTERNATIONAL

July 28, 1999

F83417

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

600002945276--4
-07/29/99-01065-015
*****43.75 *****43.75

RE: Articles of Amendment of Articles of Incorporation

Dear Sir or Madam:

Enclosed please find one original and one photocopy of the Articles of Amendment of Articles of Incorporation for Fischer International Systems Corporation, along with a check in the amount of \$43.75 for the filing fee. We would like to request, in addition to filing, that one Certified copy be returned to us. A self-addressed Federal Express envelope is enclosed for your convenience.

If you have any questions, please do not hesitate to contact me at (941) 436-2564.

Sincerely,

John W. Wynkoop /eb

John W. Wynkoop
Vice President, Legal Affairs

*Amend
8-3-99
JWS*

FILED
99 JUL 29 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
FISCHER INTERNATIONAL SYSTEMS CORPORATION**

To the Department of State
State of Florida

FILED
99 JUL 29 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida General Corporation Act, the corporation hereinafter named does hereby adopt the following Articles of Amendment.

1. The name of the corporation is FISCHER INTERNATIONAL SYSTEMS CORPORATION.
2. The following is the amendment of the Articles of Incorporation of the corporation which has been adopted as Article X:

ARTICLE X

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify any officer or director, or any former officer or director, of the Corporation to the fullest extent permitted by law.

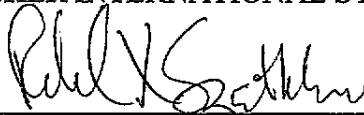
Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

3. The foregoing amendment was adopted by the Board of Directors of the corporation on July 20, 1999 in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act, and pursuant to the provisions of the Florida Business Corporation Act, The Articles of Incorporation of the Corporation, and By-Laws of the Corporation, shareholder approval is not required for this Amendment of the Articles of Incorporation.

Dated the 20th day of July, 1999.

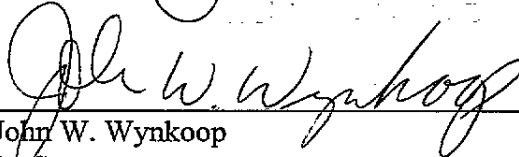
FISCHER INTERNATIONAL SYSTEMS CORPORATION

By



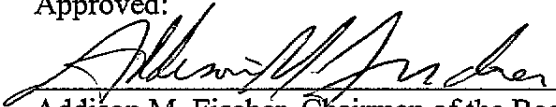
Richard X. Szatkowski
Its President

By

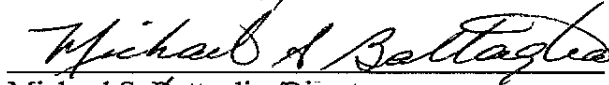


John W. Wynkoop
Its Secretary

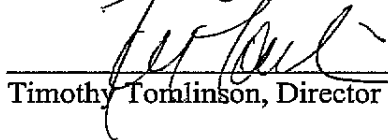
Approved:



Addison M. Fischer, Chairman of the Board



Michael S. Battaglia, Director



Timothy Tomlinson, Director