



F94000004954

ACCOUNT NO. : 072100000032
REFERENCE : 588007 4320998
AUTHORIZATION : *Patricia Poyt*
COST LIMIT : \$ 35.00

FILED
91 NOV 17 PM 3:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : November 3, 1997

ORDER TIME : 11:52 AM

ORDER NO. : 588007-025

CUSTOMER NO: 4320998

000002349230--9

CUSTOMER: Dan Howard, Legal Assistant
Latham & Watkins
701 B Street, Suite 2100
San Diego, CA 92101

FOREIGN FILINGS

NAME: PRICE QUEST, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

RECEIVED
97 NOV 17 PM 1:55
NC

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.)

97 NOV 17 PM 3:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I

(1-3 must be completed)

1. Price Quest, Inc.
Name of corporation as it appears on the records of the Department of State.

2. Delaware 3. 9-23-94
Incorporated under the 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? 11/27/95

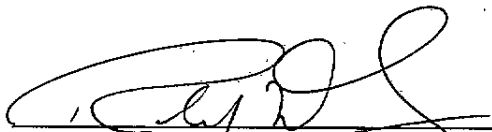
5. PQI, Inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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.

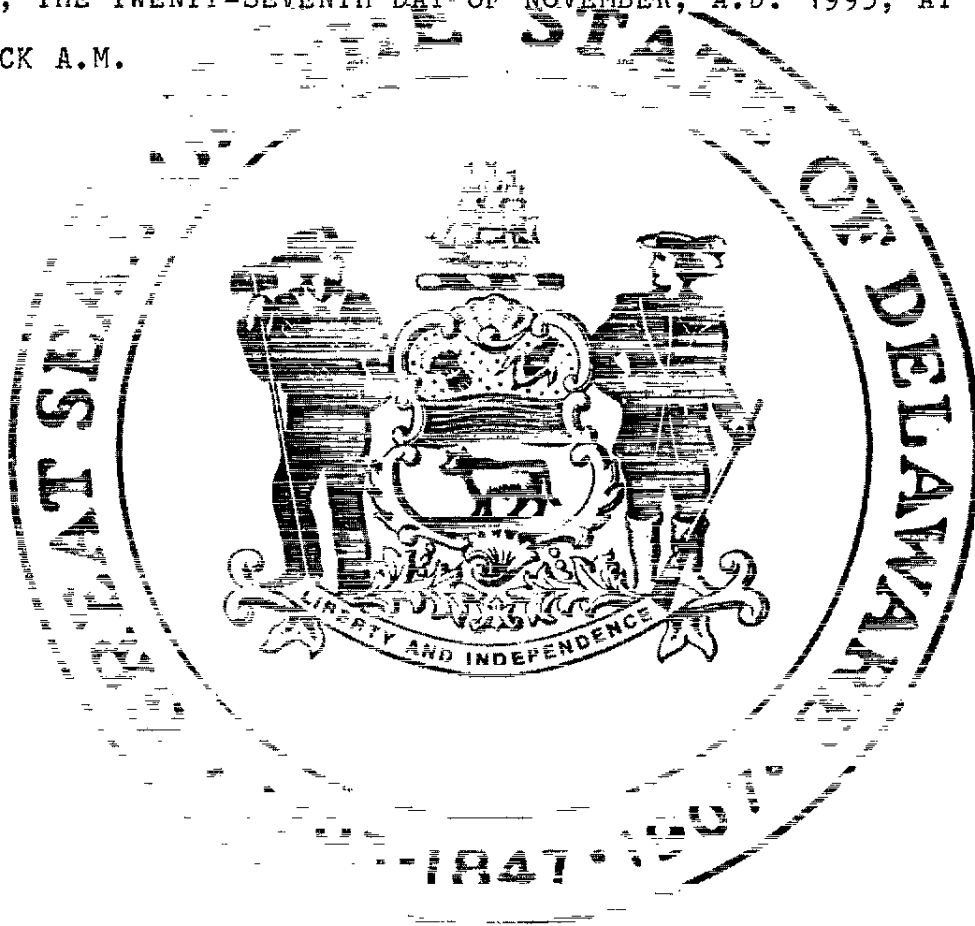
New Jurisdiction


Signature
ROBERT M. GANS
Typed or printed name

11/11/95
Date
Vice President
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PRICE QUEST, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PQI, INC.", THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 1995, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2427225 8320

AUTHENTICATION: 8738473

971373931

DATE: 11-04-97