

GROFF & MURPHY, PLLC

LAWYERS

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F99000004806

November 2, 1999

Via Federal Express™

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-11/03/99--01057--006
*****43.75 *****43.75

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

Re: Simons Engineering, Inc. (n/k/a AGRA Simons, Inc.)

Dear Sir or Madam:

Enclosed please find an original application by foreign corporation to file amendment to application for authorization to transact business in Florida, a certified copy of the amendment regarding name change in the parent state, and the required filing fee check in the amount of \$43.75.

Please prepare and mail to this office a certificate evidencing name change in Florida. If you have any questions, call me at (206) 628-9500. Thank you in advance for your anticipated assistance.

Very truly yours,

GROFF & MURPHY, PLLC



Jennifer Carr
Paralegal

FILED
NOV -3 AM 10:41
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

Enclosures

cc. Jerry Everard (w/o enclosures)

F99000004806
NC #Carr
SPX 11-3-99

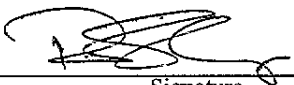
PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

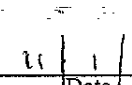
1. Simons Engineering, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Georgia Incorporated under laws of 3. September 14, 1999
Date authorized to do business in Florida

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? September 13, 1999
5. AGRA Simons, 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.
- n/a
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- n/a
New Jurisdiction


Signature

R.W. Sharp
Typed or printed name


Date

Vice-President
Title

FILED
99 NOV -3 AM 10:41
DEPT. OF STATE
TALLAHASSEE, FLORIDA

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

DOCKET NUMBER : K93000605
CONTROL NUMBER : J702540
DATE INC/AUTH/FILED: 11/19/1986
JURISDICTION : GEORGIA
PRINT DATE : 10/27/1999
FORM NUMBER : 215

GROFF & MURPHY, PLLC
ATTN: JENNIFER CARR
1191 SECOND AVE STE 1900
SEATTLE, WA 98101

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

AGRA SIMONS, 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

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 : K92560565
CONTROL NUMBER : J702540
EFFECTIVE DATE : 09/13/1999
REFERENCE : 0077
PRINT DATE : 09/13/1999
FORM NUMBER : 611

CT CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

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

SIMONS ENGINEERING, INC.
A DOMESTIC PROFIT CORPORATION

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

AGRA SIMONS, 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
Secretary of State

K9350 0565

ARTICLES OF AMENDMENT

Pursuant to the provisions of the Georgia Business Corporation Code, the undersigned corporation hereby amends its Articles of Incorporation, and for that purpose, submits the following statement:

1. The name of the corporation is: Simons Engineering, Inc.
2. The text of each amendment is: 1. The name of the corporation is AGRA Simons, Inc.
3. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, the provisions for implementating the amendment, if not set forth in the amendment are: None
4. The date of adoption of each amendment is: September 13, 1999
5. The amendment was adopted by the sole shareholder in accordance with the provisions of Code Section 14-2-1003.
6. Any other provisions permitted or required by Georgia law are: None
7. The corporation certifies that the request for publication of a notice of intent to file articles of amendment to change the name of the corporation and the payment therefore have been made as required by Section 14-2-1006.1(b).

September 9, 1999

Simons Engineering, Inc

By A. J. Kucko
A. J. Kucko, Secretary