

L39568

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OF COUNSEL

September 14, 1999

Via Certified Mail
Return Receipt Requested
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/17/99--01081--009
*****35.00 *****35.00

Re: Articles of Amendment to Articles of Incorporation
MSA/ Associates, Inc.
Florida Document Number L39568

Dear Madam/Sir:

We represent MSA/ Associates, Inc., a Florida corporation. Enclosed please find Articles of Amendment to Articles of Incorporation changing the name of the corporation to "MSA Design, Inc." Please file the Articles of Amendment. We have enclosed a check in the amount of \$35.00 payable to the "Florida Department of State" to cover the applicable filing fees.

As soon as the document is filed, please forward a copy of the filed Articles of Amendment and all other documentation confirming and relating to this filing to our office. We have enclosed a copy of the Articles of Amendment for your convenience.

We appreciate your assistance in this matter. If you have any questions, please feel free to contact our office.

Very truly yours,

BOND, SCHOENECK & KING, P.A.

By:

William L. Owens
William L. Owens

WLO/sbf

Enclosure

cc: Mr. Dennis Michael Spencer (w/o enc.)

99 SEP 17 PM 3:30
FILED
BOND, SCHOENECK & KING, LLP
ALBANY, NEW YORK
BUFFALO, NEW YORK
OSWEGO, NEW YORK
SARATOGA SPRINGS, NEW YORK
SYRACUSE, NEW YORK
OVERLAND PARK, KANSAS
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

99 SEP 17 PM 3:30
FILED
BOND, SCHOENECK & KING, P.A.
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

NC
RG
9/22

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MSA/ASSOCIATES, INC.

FILED
99 SEP 17 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of the undersigned corporation were originally filed on December 18, 1989. Pursuant to the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is MSA/Associates, Inc. (the "Corporation").
2. "*ARTICLE I - CORPORATE NAME*" of the Articles of Incorporation of the Corporation is amended and restated in its entirety to read as follows:

"ARTICLE I - CORPORATE NAME

The name of the Corporation is:

MSA Design, Inc."

3. The Articles of Amendment were duly approved and unanimously adopted by the Board of Directors of the Corporation on September 9, 1999. The Board of Directors recommended approval of the Articles of Amendment to the Shareholders.

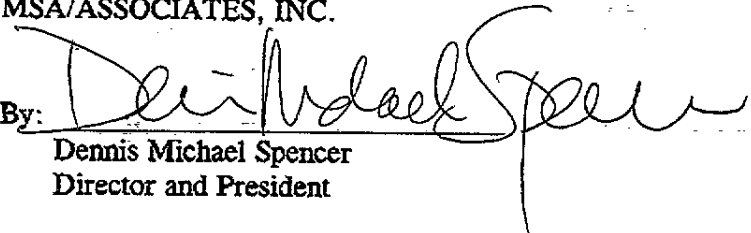
4. The Articles of Amendment were voted upon and duly approved, adopted, and ratified by all of the Shareholders of the Corporation on September 9, 1999, which vote was sufficient for approval.

In all other respects, the Articles of Incorporation shall remain as they were prior to these Articles of Amendment being adopted.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Amendment to Articles of Incorporation as of September 9, 1999.

MSA/ASSOCIATES, INC.

By:


Dennis Michael Spencer
Director and President

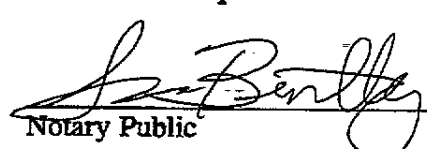
STATE OF FLORIDA)

) ss.:

COUNTY OF Collier)

On the 9 day of September, 1999, before me personally came DENNIS MICHAEL SPENCER, to me known, who, being by me duly sworn, did depose and say that he resides in Naples, Florida, that he is the Director and President of MSA/Associates, Inc., the corporation described in and which executed the above instrument, and that he was authorized to sign his name thereto by order of the board of directors of said corporation.

FL DL 5152-773-49-108-0


Notary Public

My Commission Expires:

