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March 13, 2002

By Federal Express

Florida Secretary of State
Division of Corporations
489 East Gaines Street
Tallahassee, FL 32399
Attention: Louise Jackson

800005108818--7
-03/14/02--01069--013
*****52.50 *****52.50

Re: Noro-Baywater Holding Company B.V. - Corporate Name Change

Dear Louise:

Thank you so much for your assistance today. As we discussed, I've enclosed for filing is the original Application by a Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida, along with the English translation of an extract from the commercial register of the Chamber of Commerce and Industries for Utrecht en omstreken, as well as the translation of Change of Articles of Incorporation reciting the name change. Accordingly, enclosed is our firm's check in the amount of \$52.50 (representing the \$35 filing fee, plus \$8.75 for a certified copy of the amendment filing and \$8.75 for a Certificate of Good Standing).

Kindly file this Name Change Amendment as soon as possible and return the filing, the certified copy and the Certificate of Good Standing to my attention in the self-addressed Federal Express envelope provided. In the event you should have any questions or comments on the enclosed, please contact me directly at (404) 527-4044. Again, thank you for your help.

Very truly yours,

Ellen R. Fleming
Ellen R. Fleming
Paralegal

/erf

cc: Tina M. Carew, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 MAR 14 PM 2:48

303 PEACHTREE STREET • SUITE 5300
ATLANTA, GEORGIA 30308
404 527-4000 • FACSIMILE 404 527-4198

WASHINGTON, D.C. OFFICE
701 PENNSYLVANIA AVENUE, N.W. • SUITE 600
WASHINGTON, D.C. 20004
202 624-1200 • FACSIMILE 202 624-1298

Name Change
LFF
3-14-2002
ATLANTA:4434668.1

2002 MAR 14 PM 2:48

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. NORO-BAYWATER HOLDING COMPANY B.V.
Name of corporation as it appears on the records of the Department of State.
2. The Netherlands 3. July 30, 1985
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? February 24, 2000
5. BAYWATER HOLDING COMPANY B.V.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporation," 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

Evert Brunekreef
Signature

March 11, 2002
Date

Evert Brunekreef
Typed or printed name

CFO
Title



KAMER VAN KOOPHANDEL
UTRECHT

File number: 30071902

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English translation of an extract from the commercial register of the
Chamber of Commerce and Industries for Utrecht en omstreken

Legal person:

Legal form

Name	: Besloten Vennootschap (Private Limited Liability Company)
Statutory seat	: Baywater Holding Company B.V.
Incorporation deed	: Utrecht
Deed of latest amendment of articles	: 16-04-1984
Authorized capital	: 24-02-2000
Issued capital	: EUR 680.670,32
Paid up capital	: EUR 136.134,06
	: EUR 136.134,06
	: (Capital converted into euro acc. to art. 2:178c B.W.)

Undertaking:

Tradename(s)

Address	: Baywater Holding Company B.V.
Mailing address	: Het Rond 7 I, 3701HS Zeist
Telephone number	: Postbus 270, 3700AG Zeist
Fax number	: 030-6937690
E-mail address	: 030-6937699
Date of establishment	: vandoorn@vdassociates.nl
Description of business conducted	: 16-04-1984
Employees	: See Dutch extract
	: 0

Single shareholder:

Name	: Noord-Amerika Vastgoed B.V. / 3
Address	: Utrechtseweg 67, 3704HB Zeist
Registration commercial register under number	: 30066923
Single shareholder since	: 16-04-1984

Director(s):

Name	: Van Doorn & Associates B.V. / 5
Address	: Het Rond 7, 3701HS Zeist
Registration commercial register under number	: 30156033

27,00 11-03-2002

Page 00002 follows.



KAMER VAN KOOPHANDEL
UTRECHT

File number: 30071902

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Date of entry into office	:01-07-1999
Title	:Directeur
Powers	:Solely/independently authorised
Date of (present) representative authority	:01-07-1999

Issued by the chamber of commerce

27,00

Utrecht, 11-03-2002

Mevr. E.E.T. van der Stroom

TRANSLATION OF CHANGE OF ARTICLES OF INCORPORATION

NORO-BAYWATER HOLDING COMPANY B.V.

On February 24, 2000 appeared before me, Jr Mr Albert Peter van Lidt de Jeude, civil notary in Amsterdam:

Mr Emanuel Josephus Wilhelmus Maria Manders, office address 1077 AB Amsterdam, Apollolaan 15, born in Schijndel on August 11, 1966, in this respect acting as a duly authorized representative of the private company with limited liability Noro-Baywater Holding Company B.V.

Representative has declared that the general meeting of shareholders of Noro-Baywater Holding Company B.V. with its statutory seat in Utrecht and office at 3701 HS Zeist, 't Rond 7, on September 1, 1999 has decided to change the articles of incorporation.

Furthermore appearer declares that the articles of incorporation of the company referred to above have been established at incorporation at April 16, 1984 by Jhr Mr Albert Peter van Lidt de Jeude, approved by a declaration of no objection as mentioned in article 2:175 Dutch Civil Code on April 5, 1984, granted under number B.V. 271,133, and has not been changed since then.

Following the decision to change the articles of incorporation the appearer declares now the following change:

Article 1, section 1 will be changed as follows:

1. The company is named:
Baywater Holding Company B.V.

Final provision:

The declaration of no objection as mentioned in article 2:175 Dutch Civil Code is granted under number B.V. 271,133.

The power of attorney to the appearer is acknowledged by me the notary. Appearer is known to the notary.

This deed has been executed in Amsterdam, on the day and year mentioned in the heading in this deed.

The contents of this deed were stated and explained in substance to the appearer. The appearer then declared to be well informed on and to agree with the contents of this deed and not to care for a reading out in full.

Immediately after partial reading, the appearer and I, Notary, signed this deed.

(followed by signatures)