

P10105

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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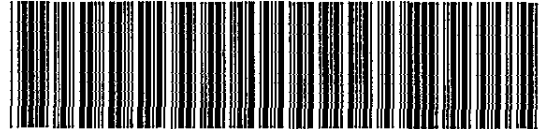
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02/03/03--01091--001 \*\*52.50

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TALLAHASSEE, FLORIDA

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T. Lewis 2/4/03

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** BSA Design, Inc.  
(Name of corporation)

**DOCUMENT NUMBER:** P10105

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Matthew S. Carr, Esq.  
(Name of person)

BSA Design, Inc.  
(Name of firm/company)

c/o Krieg DeVault LLP, One Indiana Square, Suite 2800  
(Address)

Indianapolis, Indiana 46204  
(City/state and zip code)

For further information concerning this matter, please call:

Matthew S. Carr, Esq. at ( 317 ) 238-6272  
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee       \$43.75 Filing Fee & Certificate of Status       \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)       \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**KRIEG · DEVAULT** LLP  
ATTORNEYS AT LAW

January 28, 2003

Matthew S. Carr  
Direct Dial: (317) 238-6272  
E-mail: mcarr@kdlegal.com

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: *BSA LifeStructures Inc. (formerly BSA Design, Inc.)  
Application for Amended Authorization to Transact Business in Florida***

Dear Sir or Madam:

Enclosed are one (1) original and three (3) exact copies of the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for BSA Design, Inc., an Indiana corporation (the "Corporation").

Effective January 1, 2003, the Corporation's name was changed from "BSA Design, Inc." to "BSA LifeStructures Inc." A copy of the Certificate of Amendment as issued by the Indiana Secretary of State is enclosed. The Articles of Amendment to the Amended and Restated Articles of Incorporation of BSA Design, Inc., as approved and file-stamped by the Indiana Secretary of State, is also enclosed for your reference.

I have also enclosed a check in the amount of \$52.50 for processing this document.

Please feel free to call me with any questions concerning this filing. Thank you for your assistance in this matter.

Very truly,



Matthew S. Carr

Enclosures

cc: Kathryn A. Minx, Chief Operating Officer (w/encls.)  
William R. Neale, Esq. (w/o encls.)

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**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.)

**FILED**  
03 FEB -8 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

\_\_\_\_\_  
P10105  
(Document number of corporation (if known))

1. \_\_\_\_\_  
BSA Design, Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. \_\_\_\_\_  
Indiana  
(Incorporated under laws of)
3. \_\_\_\_\_  
May 15, 1986  
(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? \_\_\_\_\_  
January 1, 2003
5. \_\_\_\_\_  
BSA LifeStructures 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)

\_\_\_\_\_  
*Kathryn A. Minx*  
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

\_\_\_\_\_  
1-24-03  
(Date)

\_\_\_\_\_  
Kathryn A. Minx  
(Typed or printed name)

\_\_\_\_\_  
Senior VP/COO  
(Title)

**State of Indiana  
Office of the Secretary of State**

**CERTIFICATE OF AMENDMENT**

of

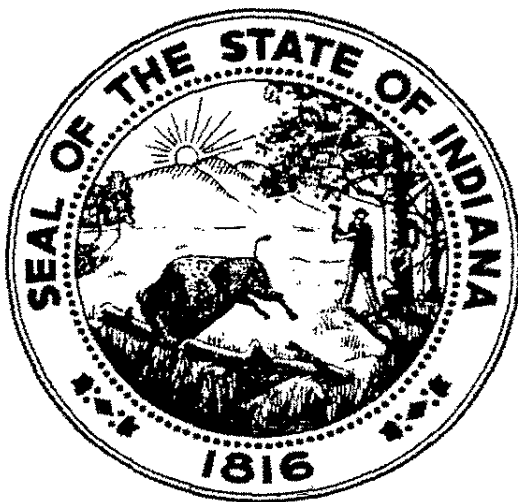
**BSA DESIGN, INC.**

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The name following said transaction will be:

**BSA LIFESTRUCTURES INC.**

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, January 01, 2003.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 30, 2002.

A handwritten signature in cursive script that reads "Todd Rokita".

TODD ROKITA,  
SECRETARY OF STATE

APPROVED  
AND  
FILED  
IND. SECRETARY OF STATE

ARTICLES OF AMENDMENT  
TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
BSA DESIGN, INC

BSA Design, Inc. (the "Corporation"), an Indiana corporation existing pursuant to the Indiana Business Corporation Law, as amended (the "Act"), desiring to give notice of corporate action effectuating the amendment of its Amended and Restated Articles of Incorporation, hereby sets forth and certifies the following facts:

ARTICLE I  
AMENDMENT

**SECTION 1:** The name of the Corporation prior to the amendment to the Amended and Restated Articles of Incorporation is BSA Design, Inc.

**SECTION 2:** The date of incorporation of the Corporation is June 13, 1977.

**SECTION 3:** The name of the Corporation following the amendment to the Amended and Restated Articles of Incorporation is BSA LifeStructures Inc.

**SECTION 4:** The exact text of Article I of the Corporation's Amended and Restated Articles of Incorporation is now as follows:

The name of the Corporation is BSA LifeStructures Inc.

**SECTION 5:** The date of adoption of the amendment to the Amended and Restated Articles of Incorporation of the Corporation set forth in Section 4 above is December 16, 2002.

**SECTION 6:** The effective date of the amendment shall be January 1, 2003.

ARTICLE II  
MANNER OF ADOPTION AND VOTE

**SECTION 1:** The Board of Directors of the Corporation (the "Board") duly approved and adopted the foregoing amendment to the Amended and Restated Articles of Incorporation of the Corporation by written consent resolution signed by all the members of the Board.

This Amendment to the Corporation's Amended and Restated Articles of Incorporation contains an amendment requiring shareholder approval in the manner of approval and adoption as set forth below.

The shareholders of the Corporation duly approved and adopted the foregoing amendment to the Amended and Restated Articles of Incorporation of the Corporation by a majority vote at a special meeting of the shareholders held on December 16, 2002. The designation (i.e., common stock), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment to the Corporation's Amended and Restated Articles of Incorporation, and the number of votes of each voting group represented at the meeting or by unanimous written consent are set forth as follows:

<u>DESIGNATION OF EACH VOTING GROUP</u>	<u>COMMON STOCK</u>
Number of Outstanding Shares	14,033
Number of Votes Entitled to be Cast	14,033
Number of Votes Represented at Meeting	14,033
Shares Voted in Favor	14,033
Shares Voted Against	0

**ARTICLE III**  
**COMPLIANCE WITH LEGAL REQUIREMENTS**

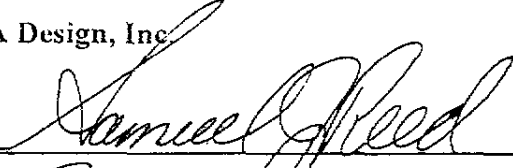
The manner of adoption of the Articles of Amendment to the Amended and Restated Articles of Incorporation and the vote by which they were adopted constitute full legal compliance with the provisions of the Act and the Articles of Incorporation and the By-Laws of the Corporation.

\* \* \* \* \*

The undersigned duly authorized officer of BSA Design, Inc. hereby verifies, subject to the penalties of perjury, that the statements contained herein are true this 30<sup>th</sup> day of December, 2002.

BSA Design, Inc.

By:



Its:

PRESIDENT

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