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March 17, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/21/97--01048--009
*****43.75 *****43.75

Re: Articles of Amendment to Articles of
Incorporation of Noble International Holdings, Inc.

Dear Sir/Madam:

Enclosed herewith are Articles of Amendment to the Articles of Incorporation of NOBLE INTERNATIONAL HOLDINGS, INC. Also enclosed is a check in the amount of \$43.75 representing the filing fee and the fee for a certificate of status.

Please acknowledge receipt of the foregoing by stamping the enclosed copy of this letter and returning it in the self-addressed stamped enclosed.

Very truly yours,

Cory B. Nass

Cory B. Nass
General Counsel

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 21 PM 1:30

APPROVED
AND
FILED

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NE
3-21-97
Cory B. Nass*

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
NOBLE INTERNATIONAL HOLDINGS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The following provisions of the Articles of Incorporation of the Corporation be and they hereby are amended in the following particulars:


Article First be and it hereby is amended to read as follows:

"The name of the Corporation is NOESIS INTERNATIONAL HOLDINGS, INC. (the "Corporation")."

SECOND: The date of the foregoing amendment's adoption is March 17, 1997.

THIRD: The foregoing amendment was adopted by the shareholders and sole director of the Corporation by written consent. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and sole Director of the Corporation has executed these Articles of Amendment this 17th day of March 1997.



Nico B.M. Letschert
Director and President

APPROVED
FILED
MARCH 21 1997
CORPORATION
STATE OF FLORIDA