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FLORIDA DIVISION OF CORPORATIONS

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((H97000009538 4))

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FROM: KIRK PINKERTON, A PROFESSIONAL ASSOCIATION
071670002600

ACCT#:

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NAME: CALLAHAN FLUID POWER, INC.

AUDIT NUMBER.....H97000009538

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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W/C Amend
Sp 6/11/97

FAX AUDIT # H97-9538

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

CALLAHAN FLUID POWER, INC.

(present name)

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

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article 1 of the Articles of Incorporation of Callahan Fluid Power, Inc. is hereby amended to read as follows:

"Article 1. Name. The name of this Corporation is:

B SQUARED HYDRAULICS, INC."

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: N/A

Prepared by: David M. Silberstein, Esq.
Kirk Pinkerton, P.A.
720 South Orange Ave.
Sarasota, Florida 34236
(941) 364-2481
Atty. Bar #436879

THIRD: The date of each amendment's adoption: 6/8/97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 8 of June, 19 97

Signature William J. Bader
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

William J. Bader
Typed or printed name

President
Title