

P95000048863



ACCOUNT NO. : 072100000032  
REFERENCE : 762879 7139839

AUTHORIZATION : *Patricia Pizut*  
COST LIMIT : \$ 48.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 31 PM 4: 14

ORDER DATE : March 31, 1998

ORDER TIME : 1:04 PM

ORDER NO. : 762879-005

CUSTOMER NO: 7139839

CUSTOMER: Ms. Frances M. Carpenter  
Esi Energy, Inc.  
Suite 600  
11760 Us Highway One  
North Palm Beac, FL 33408

800002473968--4

DOMESTIC AMENDMENT FILING

NAME: ESI PANAMA, INC.

RECEIVED  
98 MAR 31 PM 1:51  
DIVISION OF CORPORATIONS

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: CC

*N.C.*  
4-1-98

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ESI PANAMA, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 31 PM 4: 14

**ARTICLE I**

The name of the corporation is **ESI Panama, Inc.**

**ARTICLE II**

The Articles of Incorporation of the Corporation are being amended to change the name of the Corporation. To accomplish such amendment, Article I of the Corporation's Articles of Incorporation is hereby amended to read as follows:

"The name of the Corporation is **Harper Lake Management, Inc.**

**ARTICLE III**

The amendment was adopted on March 30, 1998, by written consent of ESI Energy, Inc. as the holder of all of the shares of the Corporation entitled to vote thereon and shall become effective on March 30, 1998.

IN WITNESS WHEREOF, ESI Panama, Inc. has caused these Articles of Amendment to be executed by its President and its Secretary on March 30, 1998.

ESI PANAMA, INC.

By:   
\_\_\_\_\_  
Leslie J. Gelber, President

By:   
\_\_\_\_\_  
Frances M. Carpenter, Secretary

**ESI PANAMA, INC.**  
**CONSENT OF SHAREHOLDER**  
**IN LIEU OF MEETING**

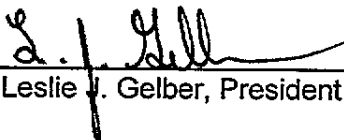
The undersigned, the holder of record of all of the outstanding shares of capital stock of ESI Panama, Inc., a Florida corporation (the "Corporation"), hereby consents to and adopts the following resolutions effective on and as of the date set forth below:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"The name of the Corporation is Harper Lake Management, Inc."

Dated: March 30, 1998

ESI ENERGY, INC.

By:   
\_\_\_\_\_  
Leslie J. Gelber, President