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September 4, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: PACE-BROWN GROUP, INC.

100002287611--3
-09/08/97--01151--025
*****45.00 *****45.00

Gentlemen:

Enclosed please find the Articles of Amendment for Pace-Brown Group, Inc. Please file the Articles of Amendment and return a copy to our office. Enclosed is our firm's check in the amount of \$45.00 as payment for this service.

Thanks for your kind attention to this matter.

Sincerely,

Harold E. Barker

HAROLD E. BARKER

HEB/smm
Enclosures
F:\wp51\co\pace-brown\division.ltr

Signed in his absence
to avoid delay in mailing

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 16, 1997

DICESARE, DAVIDSON & BARKER, P.A.
% HAROLD BARKER
P.O. DRAWER 2278
LAKELAND, FL 33806-2278

SUBJECT: THE PACE-BROWN GROUP, INC.
Ref. Number: P96000080922

We have received your document for **THE PACE-BROWN GROUP, INC.** and your check(s) totaling \$45.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted an application which does not meet the current requirements of the Florida Statutes. You may complete our current form or amend your application to include the required information.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 697A00045875

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF ^{THE} PACE-BROWN GROUP, INC.

Pursuant to the provisions of FSA § 607.1006 this corporation adopts the following Articles of Amendment amending its Articles of Incorporation:

1. The name of the corporation before amendment is ^{THE} PACE-BROWN GROUP, INC.
2. The name of the corporation after amendment shall be BROWN GROUP, INC.
3. The date of adoption of the amendment was August 1, 1997.
4. The amendment was unanimously adopted by the Board of Directors. The amendment was unanimously approved by the Share-
5. ^{holders} The Board of Directors consist of the following member:
Debra A. Brown.
6. All other provisions of the Articles of Incorporation remain unchanged and are hereby reaffirmed.
7. This amendment will be effective upon filing.

Date: 8-26-97

Debra A. Brown
DEBRA A. BROWN
President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7 SEP 22 AM 9:28

APPROVED
AND
FILED

STATE OF FLORIDA
COUNTY OF POLK

Personally appeared before me, the undersigned authority, DEBRA A. BROWN, to me well known to be the subscriber to the foregoing Articles of Amendment to the Articles of Incorporation of PACE-BROWN GROUP, INC., who acknowledged that she signed the same for the purposes therein expressed.

These Amended and Restated Articles of Incorporation were adopted by a unanimous vote of the Board Member present at the August 1, 1997 meeting of the Board of Directors. The number of votes cast did constitute a quorum and was sufficient for the approval of this amendment.

WITNESS my hand and seal at Lakeland, Florida, this 26th day of August, 1997.


Sherry M. Marvin
Notary Public

My Commission expires:

 **SHERRY M. MARVIN**
COMMISSION # CC 481390
EXPIRES SEP 3, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.