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September 15, 1997

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

300002322843--7
-10/17/97--01042--001
*****87.50 *****87.50

Re: Mosby Engineering Associates, Inc.

Gentlemen/Ladies:

Enclosed are an original and duplicate original of the Articles of Amendment for **MOSBY ENGINEERING ASSOCIATES, INC.**, a Florida corporation, changing the name of the corporation to **MEA GROUP, INC.** Please file these Articles of Amendment and return a certified copy to our office. Also enclosed is our client's check in the amount of \$87.50, constituting the filing fee and certified copy charge.

Thank you for your attention to this matter. Should you have any questions, please contact this office.

Very truly yours,

Richard D. Saba

RICHARD D. SABA

RDS:mal
enc.

FILED
97 OCT 17 AM 9
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓
NC
DEC
10/21

ARTICLES OF AMENDMENT

OF

MOSBY ENGINEERING ASSOCIATES, INC.,
a Florida corporation

FILED
97 OCT 17 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of MOSBY ENGINEERING ASSOCIATES, INC., a Florida corporation, originally filed in Tallahassee, Florida on September 30, 1991, and amended on November 4, 1991, be and they hereby are amended in the following particulars:

Article is hereby amended to read as follows: "ARTICLE I - The name of the corporation is MEA GROUP, INC."

Article II, Section 1 of the Articles of Amendment is deleted in its entirety.

2. The remainder of the Articles of Incorporation shall remain unchanged, unaltered and in full force and effect.

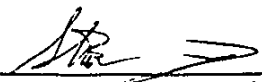
3. The foregoing amendment was duly approved by the Stockholders and Directors of the corporation by unanimous written consent on the 9th day of May 1997.

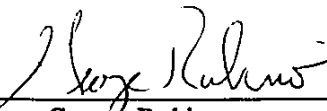
4. This amendment shall be effective immediately upon filing.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation has executed these Articles of Amendment this 9th day of October, 1997.

MOSBY ENGINEERING ASSOCIATES,
INC., a Florida corporation

ATTEST:

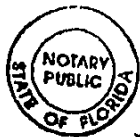
By: 
Steven W. Cummings
Secretary

By: 
George Rubino
President

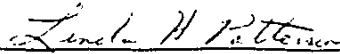
STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, personally appeared GEORGE RUBINO, as President of MOSBY ENGINEERING ASSOCIATES, INC., a Florida corporation, who is [] personally known to me or [] furnished _____ as identification and who executed the foregoing Articles of Amendment and he acknowledged before me that he executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9 day of ~~September~~, 1997.
October



LINDA H. PATTERSON
My Comm Exp. 4/07/98
Bonded By Service Ins
No. CC362632
 Personally Known Other L.D.

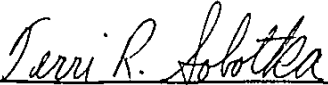


Notary Public
My commission expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, personally appeared STEVEN W. CUMMINGS, as Secretary of MOSBY ENGINEERING ASSOCIATES, INC., a Florida corporation, who is [] personally known to me or [] furnished _____ as identification and who executed the foregoing Articles of Amendment and he acknowledged before me that he executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of ~~September~~, 1997.
October



Notary Public
My commission expires:

Notarial Seal
Terri R. Sobolka, Notary Public
Pine Twp., Allegheny County
My Commission Expires Sept. 8, 2001
Member, Pennsylvania Association of Notaries