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SLOTT & BARKER

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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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December 20, 1996

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

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-12/24/96--01037--020
*****87.50 *****87.50

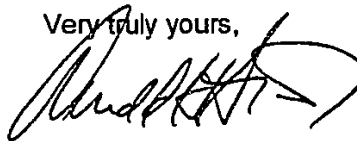
Re: RemSouth, Inc. f/k/a Ace Electric Supply Co.
Reservation Number: R96000005911

Ladies and Gentlemen:

I enclose for filing, Articles of Amendment to Articles of Incorporation of Ace Electric Supply Co. which, among other things, changes the corporate name from Ace Electric Supply Co. to RemSouth, Inc. I have previously reserved the name, "RemSouth, Inc.", and for your ready reference, I enclose a copy of your acknowledgment of the reservation.

I also enclose our firm check payable to the Department of State in the amount of \$87.50 to cover the fee for filing the amendment, as well as the fee for a certified copy of same. Kindly send the certified copy at your earliest opportunity.

Very truly yours,



Arnold H. Slott

AHS:cah
Enclosures

cc: Mr. James R. Wilkerson, Jr.
Jeffrey B. Kramp, Esquire (w/encl.)
Bobbi Accord Gomez, Esquire (w/encl.)

NR Same R96-5911

FILED
96 DEC 23 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

VS JAN -7 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 17, 1996

ARNOLD H. SLOTT, ESQ.
SLOTT & BARKER
334 E. DUVAL ST.
JACKSONVILLE, FL 32202-2718

The name REMSOUTH, INC. has been reserved for 120 days beginning December 17, 1996. The reservation number is R96000005911 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 396A00056087

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ACE ELECTRIC SUPPLY CO.

FILED
96 DEC 23 AM 11:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 606.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of this corporation is:
RemSouth, Inc.

SECOND: The general nature of the business to be conducted and transacted by this corporation shall be any lawful business.

THIRD: These Amendments to the Articles of Incorporation were approved and adopted by the shareholders of the corporation on December 13, 1996 in the manner prescribed by the Florida Business Corporation Act. The number of votes cast for the Amendments were sufficient for approval. The Class "A" common shareholders and the Class "B" common shareholders, voting as separate voting groups and also voting as a single class, cast votes in favor of the Amendments that were sufficient for approval.

Signed this 19th day of December, 1996.

Barry W. Covington
BARRY W. COVINGTON, Chairman of
the Board of the Directors

James R. Wilkerson, Jr.
JAMES R. WILKERSON, JR., President of
the Corporation

State of Florida)
County of Duval)

The foregoing instrument was acknowledged before me this 19th day of December, 1996, by Barry W. Covington and James R. Wilkerson, Jr., of Ace Electric Supply Company. Witness my hand and official seal, this 19th day of December, 1996, at Jacksonville, State and County aforesaid.

Carol Anne M. Hallam
Notary Public State of Florida at Large
Stamp:

CAROL ANNE M. HALLAM
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires April 21, 2000
Commission No. CC 548884