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WILLIAM R. FRAZIER
W. ROBINSON FRAZIER

November 20, 1997

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VIA UPS NEXT DAY AIR

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-11/21/97--01061--002
*****35.00 *****35.00

Dear Sirs:

On behalf of William E. Arnold Company, I am enclosing herewith for filing original and a duplicate copy of Articles of Amendment.

Also enclosed herewith is my firm's check payable to the Florida Department of State in the total amount of \$35.00 to cover the filing fee.

I would greatly appreciate it if you would please affix your receiving stamp on the duplicate copy of the Articles of Amendment and return same to me as an acknowledgment copy.

Thank you for your attention to this matter.

Very truly yours,

W. Robinson Frazier

WRF:dbh
Enclosures

cc: Mr. William E. Arnold, Jr.

FILED
97 NOV 21 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

DEC 1 1997

ARTICLES OF AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF
WILLIAM E. ARNOLD COMPANY

FILED
97 NOV 21 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is to certify, pursuant to Sections 607.1003 and 607.1006, Florida Statutes, that:

1. The name of the corporation is William E. Arnold Company.
2. The following is a true and complete copy of the Amendment to Article III of the Certificate of Incorporation:

"Article III

"The maximum number of shares of capital stock which this corporation is authorized to issue or to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

"Each share of the No Par Value common stock of this corporation issued and outstanding as of the effective date of this amendment is hereby reclassified and changed into one hundred (100) fully paid and nonassessable shares of \$.01 par value common stock of this corporation, and each holder of record of a certificate for one or more shares of common stock of this corporation as of the effective date of this amendment shall be entitled to receive as soon as practicable upon the surrender of such certificate, a new certificate or certificates representing one hundred shares of \$.01 par value common stock for each one share of No Par Value common stock per share represented by the certificate of such holder. In addition, the proper officers of the corporation shall cause the appropriate accounting adjustments to be made whereby \$115.00 of the corporation's paid-in capital surplus and/or its retained earnings shall be appropriated to the corporation's capital stock account so as to cause said capital stock account to be equal to \$115.00."

3. The date of adoption of the foregoing amendment was November 20, 1997.

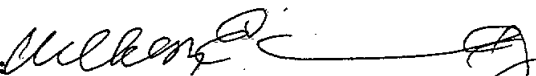
4. The foregoing amendment was approved by both the directors and the common shareholders of the corporation. The number


of votes cast for the amendment by both the directors and the common shareholders was sufficient for approval.

5. The effective date of the foregoing amendment shall be the date of filing of these Articles of Amendment by the office of the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned officers of this corporation have executed these Articles of Amendment to its Certificate of Incorporation as of this 20th day of November, 1997.


WILLIAM E. ARNOLD COMPANY

By: 
William E. Arnold, Jr., President

ATTEST: 
William R. Frazier, Secretary
(Corporate Seal)

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20th day of November, 1997, by WILLIAM E. ARNOLD, JR. and WILLIAM R. FRAZIER, the President and Secretary, respectively, of William E. Arnold Company, both of whom are personally known to me.


Delores B. Hanagriff
Notary Public, State of Florida
at Large
My commission expires:

