

296282

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DAVID J. BARON (1)
JAMES O. FERGESON, JR. (2)
RICHARD R. GANS (4)
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(2) BOARD CERTIFIED TAX LAWYER
(3) BOARD CERTIFIED REAL ESTATE LAWYER
(4) BOARD CERTIFIED WILLS, TRUSTS
AND ESTATES LAWYER
(5) BOARD CERTIFIED APPELLATE LAWYER
(6) BOARD CERTIFIED BUSINESS
LITIGATION LAWYER

March 5, 1998

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

Re: Scott Paint Corporation
File No. 7710/14140

600002450406--4
-03/09/98--01048--002
*****35.00 *****35.00

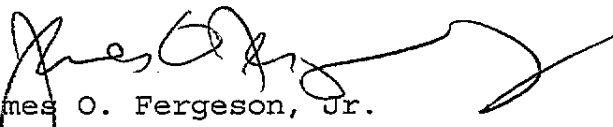
Gentlemen:

I am enclosing an original and a copy of Articles of Amendment for the above-named corporation. Also enclosed is a check in the amount of \$35.00 to cover the filing fee.

Please file the original of the enclosed Articles of Amendment and return the copy to me.

Your prompt attention to this matter would be appreciated.

Very truly yours,


James O. Fergeson, Jr.

JOR:csh
Encls.
142513

cc: Mr. Scott K. Wagman
Ms. Beth A. Houghton

FILED
98 MAR -9 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 10 1998

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SCOTT PAINT CORPORATION

FILED
98 MAR -9 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

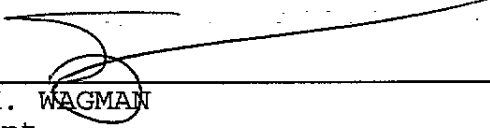
The following provision of the Articles of Incorporation of Scott Paint Corporation, a Florida corporation, filed in Tallahassee on August 27, 1965, is amended in the following particulars:


Article I is amended to read as follows:

"The name of this corporation is HOUGHTON-WAGMAN HOLDINGS, INC."

The foregoing amendment was adopted by the shareholders of the corporation on Feb 25, 1998.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on Feb 25, 1998.

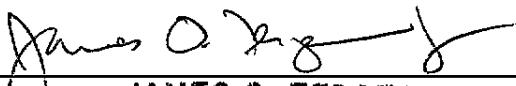
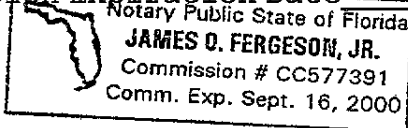

SCOTT K. WAGMAN
President


BERNARD J. WAGMAN
Secretary

STATE OF FLORIDA

COUNTY OF SARASOTA


The foregoing Articles of Amendment to Articles of Incorporation were acknowledged before me on Feb. 25, 1998, by SCOTT K. WAGMAN, who is personally known to me.


(Name) JAMES O. FERGESON, JR.
Notary Public
Serial Number (if any) _____
Commission Expiration Date _____


STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing Articles of Amendment to Articles of Incorporation were acknowledged before me on Feb. 25, 1998, by BERNARD J. WAGMAN, who is personally known to me.


(Name) JAMES O. FERGESON, JR.
Notary Public
Serial Number (if any) _____
Commission Expiration Date _____

