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FROM: BROAD AND CASSEL
CONTACT: HEATHER ELLIS
PHONE: (561)483-7000

ACCT#: 076376001555

FAX #: (561)483-7321

NAME: E.M.E. CORPORATION

AUDIT NUMBER.....H97000019852

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Amendment
12/2/97
DC

**BROAD AND CASSEL
7777 Glades Road, Suite 300
Boca Raton, Florida 33434
(561) 483-7000**

**TELECOPIER TRANSMITTAL
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DATE: DECEMBER 2, 1997

TO: DIVISION OF CORPORATIONS

COMPANY:

TELECOPY PHONE NUMBER: 850-922 4001

CONFIRMATION PHONE NUMBER:

FROM: MARIE ABRANDANDO

**MATTER: ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
E.M.E. CORPORATION.**

TOTAL PAGES TRANSMITTED (INCLUDING COVER SHEET): 3

TO RECIPIENT: TO TRANSMIT, DIAL (561) 483-7321

TO CONFIRM OR FOR ANY PROBLEMS PLEASE CALL (561) 483-7000

FAX OPERATOR: MARIE

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
E.M.E. CORPORATION

FILED
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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, E.M.E. Corporation, a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article VII of the Corporation's Articles of Incorporation has been amended to read as follows:

"The affairs of the corporation shall be conducted by a Board of at least one (1) director who need not be a stockholder".

SECOND: The foregoing amendment was adopted on December 1, 1997.

THIRD: The foregoing amendment was approved by the sole shareholder of the Corporation. The number of votes cast for the amendment was sufficient for approval. There were no voting groups entitled to vote separately on the amendment.

IN WITNESS WHEREOF, E.M.E. Corporation, a Florida corporation, has caused these Article of Amendment to be signed by its President this 1st day of December, 1997.

E.M.E. CORPORATION, a Florida corporation

By: Edith Dounn
Edith Dounn, President

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