

338499

LEBOEUF, LAMB, GREENE & MACRAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NEW YORK
WASHINGTON
ALBANY
BOSTON
DENVER
HARRISBURG
HARTFORD
JACKSONVILLE

50 N. LAURA STREET
SUITE 2800
JACKSONVILLE, FL 32202-3650

(904) 354-8000

FACSIMILE (904) 353-1673

WRITER'S DIRECT DIAL

(904)630-5338

LOS ANGELES
NEWARK
PITTSBURGH
PORTLAND, OR
SALT LAKE CITY
SAN FRANCISCO
BRUSSELS
MOSCOW
ALMATY
LONDON
(A LONDON-BASED
MULTINATIONAL PARTNERSHIP)

May 21, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800002188208--1
-05/22/97--01074--008
*****87.50 *****87.50

Re: Harris Manufacturing, Inc.

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Articles of Amendment to Articles of Incorporation of Harris Manufacturing, Inc., along with our firm's check in the amount of \$87.50, representing:

Filing Fee	\$35.00
Certified Copy	<u>\$52.50</u>
TOTAL	\$87.50

After the Articles of Amendment have been filed, please forward to us one certified copy.

Peggy Parks GAVE

Very truly yours,

AUTHORIZATION BY PHONE TO
CORRECT take all initials

DATE 6-3

Peggy Parks
Peggy Parks
Paralegal

Enclosures
JK97465.1

DOC. EXAM. PRG

DOES NOT WANT OFFICERS CHARGED
SHE SAYS THEY'LL CHARGE IT
ON THE NEXT AR. KRG 6/2

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HARRIS MANUFACTURING, INC.

FILED
97 MAY 22 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this Corporation is Harris Manufacturing, Inc.
2. The first sentence of Article III of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE III: STOCK

The maximum number of shares of stock that this corporation shall be authorized to issue and have outstanding at any one time shall be limited to one million (1,000,000) shares of common stock having a nominal or par value of \$.01 per share."

2. Article VII of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

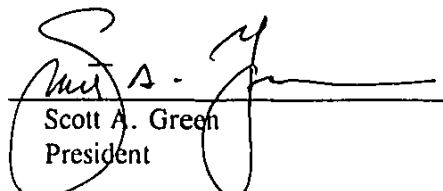
"ARTICLE VII: DIRECTORS

This corporation shall have three (3) directors . The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1)."

3. The foregoing amendment was adopted pursuant to Section 607.1003(6), Florida Business Corporation Act, by the Written Consent to Resolutions by the Shareholders of the Corporation on May 6, 1997.

IN WITNESS WHEREOF, Harris Manufacturing, Inc. has caused these Articles of Amendment to Articles of Incorporation to be executed in its name by its President this 6th day of May 1997.

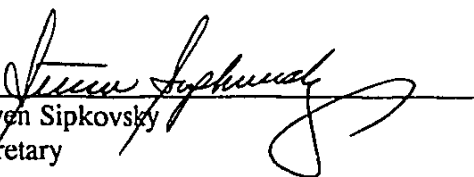
HARRIS MANUFACTURING, INC.

By: 

Scott A. Green
President

I, the undersigned, Secretary of Harris Manufacturing, Inc. do hereby certify that Scott A. Green have been duly elected and this day is the President of said Corporation, and that the signature above is his genuine signature.

WITNESS, my hand this 6 day of MAY 1997.


Steven Sipkovsky
Secretary