

Canon Enterprises, Inc.

5820 16th St. NW
Washington, DC 20011

Telephone 202-723-7935
Fax 202-723-0146

356988

January 12, 1998

Melinda Lilliston
Florida Secretary of State's Office
Division of Corporations, Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

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-01/13/98--01059--001
*****87.50 *****87.50

Dear Melinda,

Enclosed are two copies of an amendment resolution for Canon Enterprises, Inc.,
to change its name to Performance Systems Group, Inc.

Also enclosed is the \$87.50 fee -- \$35.00 for filing + \$52.50 for a certified copy to
be returned to me (airbill enclosed also).

Thank you very much for helping me take care of this -- I really appreciate it.

Sincerely,

JCH

J. Christian Headley, II
President and CEO

JCH/s
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 13 PM 12:30

APPROVED
AND
FILED

or

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CANON ENTERPRISES, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its Articles of Incorporation:

Whereas the undersigned constitute all of the Officers, Directors, and Shareholders of Canon Enterprises, Inc., a Florida for-profit corporation, and

Whereas, by signing this written statement, they manifest their intention to amend Article I of the Articles of Incorporation, and

Whereas the amendment was approved unanimously by the Shareholders,

Now, therefore, be it resolved that Article I be and the same is hereby amended to read as follows:

ARTICLE I

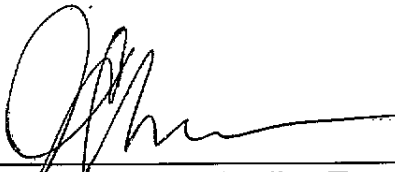
NAME

The name of this corporation is PERFORMANCE SYSTEMS GROUP, INC.

APPROVED
AND
FILED
98 JAN 13 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Said amendment to the Certificate of Incorporation shall be effective immediately upon approval thereof by the Secretary of State of the State of Florida.

Signed this 12th day of January, 1998.



By: Julien Christian Headley, II
Chairman, President and sole Shareholder