



359377

ATTORNEYS AT LAW

SCOTT, ROYCE, HARRIS, BRYAN, BARRA & JORGENSEN, P.A.

February 5, 1998

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

Re: R.A.O. ELECTRIC COMPANY

600002425666--5
-02/09/98-01153-003
*****87.50 *****87.50

Dear Sir or Madam:

Enclosed herein you will find proposed Articles of Amendment to the Articles of Incorporation of R.A.O. ELECTRIC COMPANY, together with an extra copy for certification and return. Please file these Articles of Amendment and return the certified copy to the undersigned by regular mail.

I am including a check in the amount of \$87.50 to cover the following expenses:

Filing Fee	\$35.00
Certified Copy	\$52.50

TOTAL: \$87.50

If you should have any questions, please feel free to contact me. Your cooperation in this matter is appreciated.

Sincerely,

Cindy T. Hartman

Cindy T. Hartman,
Assistant to Richard K. Barra

K:\FILES\RK\B35214\SEC.LTR.fm

98FEB-9 PM 2:15

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RICHARD K. BARRA • JOHN L. BRYAN, JR. • J. RICHARD HARRIS
JOHN M. JORGENSEN • DONNA A. NADEAU • RAYMOND W. ROYCE
ROBERT C. SCOTT (1925-1983) • KEVIN M. WAGNER • BRIAN K. WAXMAN

4400 PGA BOULEVARD, SUITE 800 • PALM BEACH GARDENS, FLORIDA 33410
(561) 624-3900 • FAX (561) 624-3533 • EMAIL: scottroyce@ibm.net

Amend
02-10-98
CC

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

R.A.O. ELECTRIC COMPANY

FILED
SECRETARY OF CORPORATION
98 FEB -9 PM 2:15

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to the Articles of Incorporation:

1. The name of the Corporation is R.A.O. ELECTRIC COMPANY.
2. Article VII of the Articles of Incorporation of the Corporation is hereby amended in its entirety to provide as follows:

THEREFORE RESOLVED, that Article VII of the Articles of Incorporation of the Corporation is hereby amended in its entirety to provide as follows:

"ARTICLE VII

The Board of Directors shall be not less than one (1) in number. The number of Directors may be increased and, if increased, thereafter decreased to a number of not less than one (1) by the shareholders of this corporation."

3. The Amendment to the Articles of Incorporation was adopted by written consent of the majority Shareholder of the Corporation dated Jan 30, 1998, pursuant to the provisions of Section 607.0704, and .1003(6), Florida Statutes.

DATED this 30 day of Jan, 1998.

R.A.O. ELECTRIC COMPANY,
a Florida corporation

By:


JOSEPH W. RAO, President

(CORPORATE SEAL)

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30TH day of JANUARY, 1998,
by JOSEPH W. RAO, as President of R.A.O. ELECTRIC COMPANY., a Florida corporation, on
behalf of the corporation.

NOTARY PUBLIC

(SEAL)



Kathleen Kalis
MY COMMISSION # CC591904 EXPIRES
December 14, 2000
BONDED THRU TROY FARN INSURANCE, INC.

Kathleen Kalis

KATHLEEN KALIS

(Print Name)

My commission expires: 12/14/2000

Commission No. CC591904

Personally Known X OR Produced Identification _____
Type of identification Produced _____