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PLEASE REPLY TO:

JACKSONVILLE OFFICE

531899

September 22, 1997

Division of Corporations
Corporate Records Bureau
Department of State
P. O. Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Amendment of Centaur, Inc.

200002303502--3

-09/25/97--01078--007

*****87.50 *****87.50

Dear Sir/Madam:

Enclosed are the following items:

1. The original and one copy of the Articles of Amendment of Centaur, Inc.; and
2. A check made payable to the Secretary of State in the amount of \$87.50 in payment of the filing fee required for the Articles of Amendment and the fee required for providing a certified copy thereof.

Please file the Articles of Amendment and certify the enclosed copy of the Articles of Amendment and return them to me. Thank you for your assistance.

Sincerely,

Deborah F. Sherrill

Deborah F. Sherrill, CLA
Certified Legal Assistant

Enclosures/86542

97 SEP 25 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

See 9/30

Amend

**ARTICLES OF AMENDMENT
OF
CENTAUR, INC.**

FILED
97 SEP 25 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Article III of the Articles of Incorporation of Centaur, Inc., a Florida corporation, is hereby amended in its entirety to read as follows:

ARTICLE III

1. Authorized Shares. The total number of shares that may be issued by the corporation is 100,000, all of which shall be of the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.

2. Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

3. Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

4. Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

5. Preemptive Rights. Shareholders shall have no preemptive rights.

6. Cumulative Voting. Cumulative voting shall not be permitted.

7. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

B. Each share of common stock issued and outstanding as of the date hereof shall be converted into one share of common stock having a par value of \$.10 per share, upon the filing of these Articles of Amendment with the Secretary of State, State of Florida.

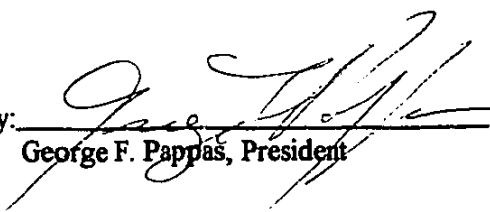
C. The foregoing amendments were adopted by all of the directors and all of the shareholders of the corporation on the 17 day of August, 1997.

D. The number of votes cast for the amendment by the shareholders was sufficient for approval.

E. The foregoing amendments shall become effective when filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Articles of Amendment, this 12 day of September, 1997.

CENTAUR, INC.

By: 
George F. Pappas, President

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