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September 14, 1998

Corporate Division  
Department of State  
George Firestone Building  
Post Office Box 6327  
Tallahassee, Florida 32314

600002642386--7  
-09/17/98-01066-008  
\*\*\*\*437.50 \*\*\*\*\*87.50

409 East Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Amendment for:  
WCA, Inc.  
River City Aviation, Inc.  
The William Cook Agency, Inc.  
William Cook Direct Marketing, Inc.  
William Cook Public Relations, Inc.

FILED  
98 SEP 17 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find one (1) original Articles of Amendment for each of the above referenced corporations. We have also enclosed our firm's check in the amount of \$437.50 to cover the cost of filing fees. We would appreciate your filing the Articles of Amendments immediately upon receipt and returning a certified copy of the filing to our office.

If you have any questions, please do not hesitate to call.

Very truly yours,

Scott L. Glazier

Amended  
9-23-98  
CC

SLG/clw  
Enclosures  
132881.1

ARTICLES OF AMENDMENT  
WCA, INC.

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Articles of Incorporation of WCA, INC., and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of WCA, INC., and upon authority of all of the shareholders of this Corporation, hereby set forth as follows:

1. The name of this Corporation is WCA, INC.
2. The Articles of Incorporation of WCA, INC. have been amended by inserting

the following sentence at the end of Article VII thereof:

"Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of Directors, may only be filled by the affirmative vote of the holders of a majority of the shares entitled to vote thereon."

3. The Articles of Incorporation of WCA, Inc. have been amended by deleting Article XIII in its entirety.

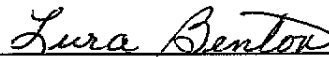
4. In accordance with Florida Statute Section 607.1003, the referred to amendment was adopted by the Board of Directors on August 11, 1998, and by the holders of a majority of the shares entitled to vote thereon on September 2, 1998, in accordance with Florida Statutes Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

5. Upon the filing of these Articles of Amendment by the Department of State, the above referred to amendment shall become effective and the Articles of Incorporation of WCA, INC. shall be deemed to be amended accordingly.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5. Upon the filing of these Articles of Amendment by the Department of State, the above referred to amendment shall become effective and the Articles of Incorporation of WCA, INC. shall be deemed to be amended accordingly.

DATED this 2<sup>nd</sup> day of September, 1998.



Lura Benton  
President



Al L. Schneider  
Secretary