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April 8, 1997

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

Re: National Research and Technology Corporation

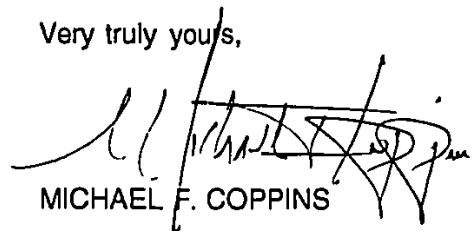
Dear Sir:

Enclosed please find an original and one copy of the Articles of Amendment to Articles of Incorporation of National Research and Technology Corporation, together with a check in the amount of \$35.00 for the filing fee.

Please return a stamped copy of the Articles of Amendment, as filed, to: Michael F. Coppins, Esquire, Cooper, Coppins & Monroe, P.A., P. O. Drawer 14447, Tallahassee, Florida 32317-4447.

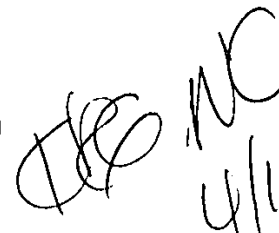
Thank you for your assistance.

Very truly yours,


MICHAEL F. COPPINS

MFC/jer
Encs.

cc: National Research and Technology Corporation


4/11

FILED
97 APR -9 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
NATIONAL RESEARCH AND TECHNOLOGY CORPORATION

TO: Department of State
Tallahassee, Florida 32314

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporations adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is NATIONAL RESEARCH AND TECHNOLOGY CORPORATION.

2. The following amendment of the Articles of Incorporation were adopted by the shareholders of the corporation on November 1, 1996 in the manner prescribed by the Florida Business Corporation Act:

Article I is amended to read as follows:

ARTICLE I

The name of the corporation shall be NRT CORPORATION.

3. The number of shares of the corporation outstanding at the time of adoption was 7070, all of the same class; and the number of shares entitled to vote on the amendment was 7070.

4. The number of shares voted for the amendment was 7070; the number of shares voted against the amendment was 0.

Dated this 1st day of November, 1996.

NATIONAL RESEARCH AND TECHNOLOGY CORPORATION


By: Christopher Q. Eldred, President

FILED
97 APR 29 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA