

NCG Architects Incorporated
One Baltimore Place, Suite 401, Atlanta, GA 30308
(404) 892-4510 FAX (404) 892-6424
Florida Reg. No. AA C000219

831467

March 26, 1999

Department of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

300002821673--4
-03/29/99-01084-013
*****35.00 *****35.00
300002821673--4
-03/29/99-01084-014
*****8.75 *****8.75

Re: Name Change Amendment Forms

To Whom It May Concern:

As per your request, enclosed you will find the following:

- ◆ Completed Application for Amendment
- ◆ Certified Copy of Georgia Amendment
- ◆ Checks for Filing Fee and Certificate of Status

Additionally, the following is being given as per your instructions:

- ◆ Telephone Number: (404) 892-4510
- ◆ Return Address: One Baltimore Place
Suite 401
Atlanta, Georgia 30308

If you need any further information, please call me at (404) 892-4510.

Sincerely,



W. Philip Monk
Secretary/Treasurer

FILED
99 MAR 29 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

VS APR 5 1999

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
99 MAR 29 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Nichols Carter Grant Architects Inc.
Name of corporation as it appears on the records of the Department of State.
2. Georgia
Incorporated under laws of
3. December 17, 1973
~~July 11, 1985~~
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 1/25/99
5. NCG Architects Incorporated
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction


Signature

3/26/99

Date

W. Philip Monk

Typed or printed name

Secretary/Treasurer

Title

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90760471
CONTROL NUMBER : J409643
DATE INC/AUTH/FILED: 12/14/1972
JURISDICTION : GEORGIA
PRINT DATE : 03/17/1999
FORM NUMBER : 215

NCG ARCHITECTS INCORPORATED
ATTN: KELLY WATKINS
ONE BALTIMORE PLACE STE 401
ATLANTA GA 30308

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

NCG ARCHITECTS INCORPORATED A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



CATHY COX
SECRETARY OF STATE



Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90390469
CONTROL NUMBER : J409643
EFFECTIVE DATE : 01/25/1999
REFERENCE : 0047
PRINT DATE : 02/08/1999
FORM NUMBER : 611

LONG ALDRIDGE & NORMAN LLP
ATTN: DEBORAH L. WALKER
303 PEACHTREE STREET STE 5300
ATLANTA GA 30308

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

NICHOLS CARTER GRANT ARCHITECTS INC.
A DOMESTIC PROFIT CORPORATION

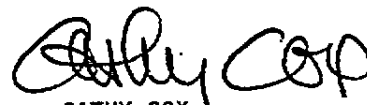
has filed articles of amendment in the office of the Secretary of State changing its name to

NCG ARCHITECTS INCORPORATED

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.




CATHY COX
SECRETARY OF STATE

5409643
K90390463-NK
K90390469

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
NICHOLS CARTER GRANT ARCHITECTS INC.

Pursuant to Section 14-2-1006 of the Georgia Business Corporation Code, the undersigned corporation hereby submits these Articles of Amendment for the purpose of amending its Articles of Incorporation.

I.

The name of the corporation is: Nichols Carter Grant Architects Inc.

II.

Article I of the Articles of Incorporation of the corporation shall be amended to be and read as follows:

"ARTICLE I

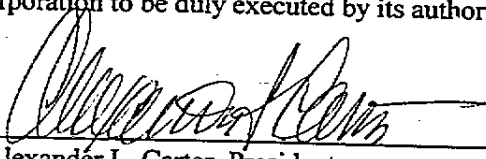
The name of the corporation is: NCG Architects Incorporated

III.

The amendment was duly adopted by the Board of Directors without shareholder action on January 4, 1999. Shareholder action was not required.

All other provisions of the Articles of Incorporation remain unchanged.

IN WITNESS WHEREOF, Nichols Carter Grant Architects Inc. has caused these Articles of Amendment to the Articles of Incorporation to be duly executed by its authorized officer as of the 18th day of January 1999.


Alexander L. Carter, President

151058
JAN 25 4 37 PM '99

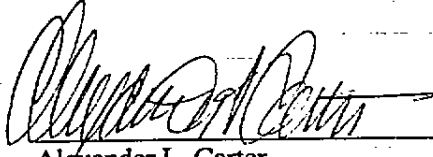
SECRETARY OF STATE

ATLANTA:4044001.1

CERTIFICATE

The undersigned certifies that, prior to the filing of the Articles of Amendment of Nichols Carter Grant Architects Inc., a request for publication of a notice of intent to file Articles of Amendment to change the name of the corporation and payment therefor was made as required by O.C.G.A. § 14-2-1006.1(b).

This 18th day of January 1999.

A handwritten signature in dark ink, appearing to read "Alexander L. Carter", written over a horizontal line.

Alexander L. Carter
President