

833461

HERZOG, CREBS & MCGHEE, LLP

ATTORNEYS AT LAW

ONE CITY CENTRE - 24th FLOOR

515 NORTH SIXTH STREET

ST. LOUIS, MISSOURI 63101-2409

(314) 231-6700

FAX (314) 231-4656

July 6, 1998

ILLINOIS OFFICE

5111 WEST MAIN

BELLEVILLE, ILLINOIS 62226-4797

(618) 235-7656

CERTIFIED MAIL RETURN

RECEIPT REQUESTED

Florida Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002585678--4
-07/10/98-01045--003
*****87.50 *****87.50

Re: CANNON/PEARCE TURNER NIKOLAJEVICH, INC. - 833461

Dear Sir/Madam:

Enclosed please find, in duplicate, Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida. Also enclosed is a Certificate of Good Standing from the State of Missouri and our firm check in the amount of \$87.50 to cover the filing fee and to provide a certified copy.

Please file these documents accordingly and return a file stamped copy as well as a certified copy of such amendment in the envelope provided.

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

Thank you.

Very truly yours,

HERZOG, CREBS & MCGHEE, LLP

Jennifer A. Streckfuss

Jennifer A. Streckfuss,
Paralegal

JAS/em
Enclosures

N.C.
8-3-98
CC

FILED
98 AUG -3 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 16, 1998

HERZOG, CREBS & MCGHEE, LLP
JENNIFER A. STRECKFUSS
515 N. SIXTH ST., ONE CITY CNT., 24TH FL
ST. LOUIS, MO 63101-2409

SUBJECT: CANNON/PEARCE TURNER NIKOLAJEVICH, INC.
Ref. Number: 833461

We have received your document for CANNON/PEARCE TURNER NIKOLAJEVICH, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed ~~and is being returned to you for the following reason(s):~~

We need an original certificate of status showing the name change from the state of Missouri.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 098A00037953

HERZOG, CREBS & MCGHEE, LLP

ATTORNEYS AT LAW
ONE CITY CENTRE - 24th FLOOR
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ST. LOUIS, MISSOURI 63101-2409
(314) 231-6700
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BELLEVILLE, ILLINOIS 62226-4797
(618) 235-7656

July 21, 1998

Ms. Cheryl Coulliette
Florida Secretary of State
Division of Corporate Services
P.O. Box 6327
Tallahassee, Florida 32314

Re: CANNON/PEARCE TURNER NIKOLAJEVICH, INC. - 833461

Dear Ms. Coulliette:

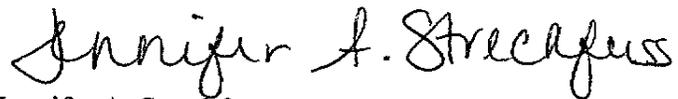
Pursuant to our conversation, enclosed please find a certified copy of the Amendment of Incorporation and Certificate changing the above-referenced company to Cannon Florida, Inc. Also enclosed is the original Certificate of Good Standing and the form originally sent to you. Please file these documents accordingly.

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

Thank you for your assistance in this matter.

Very truly yours,

HERZOG, CREBS & MCGHEE, LLP



Jennifer A. Streckfuss,
Paralegal

JAS/em
Enclosures

HERZOG, CREBS & MCGHEE, LLP

ATTORNEYS AT LAW
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July 29, 1998

Ms. Cheryl Coulliette
Florida Secretary of State
Division of Corporate Services
P.O. Box 6327
Tallahassee, Florida 32314

Re: CANNON/PEARCE TURNER NIKOLAJEVICH, INC. - 833461

Dear Ms. Coulliette:

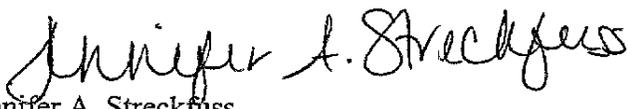
Pursuant to our conversation, enclosed please find a Corporate Resolution changing the name on our Amendment from Cannon Florida, Inc. to Cannon Design Florida, Inc. Please file this document accordingly and return a file stamped copy in the envelope provided.

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

Thank you for your assistance in this matter.

Very truly yours,

HERZOG, CREBS & MCGHEE, LLP


Jennifer A. Streckfuss,
Paralegal

JAS/em
Enclosures

CERTIFICATE OF CORPORATE RESOLUTION

OF

CANNON/PEARCE TURNER NIKOLAJEVICH, INC.

98 AUG -3 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

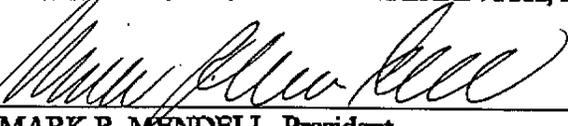
The undersigned MARK R. MENDELL certifies that he is the duly elected President of CANNON/PEARCE TURNER NIKOLAJEVICH, INC. and ALLAN PINCHOFF certifies that he is the duly elected Secretary and keeper of the records and seal of CANNON/PEARCE TURNER NIKOLAJEVICH, INC. and that the Resolution contained herein was duly adopted by unanimous consent of the Shareholders and Directors thereof dated the 24th day of July, 1998 and that the same has not been modified or amended and is in full force and effect as set out herein to-wit:

HEREBY RESOLVED:

That since the name CANNON FLORIDA, INC. is not currently available through the Florida Secretary of State, the corporation chooses to use the name CANNON DESIGN FLORIDA, INC. in place thereof. The name CANNON FLORIDA, INC. is currently a corporation which was dissolved by the Florida Secretary of State on September 26, 1997. CANNON FLORIDA, INC. should be available for use on September 27, 1998 pending that dissolved corporation's lack of reinstatement with the Florida Secretary of State.

IN WITNESS WHEREOF, I have affixed my name hereto as President of this Corporation
this 24th day of July, 1998.

CANNON/PEARCE TURNER NIKOLAJEVICH, INC.

BY: 
MARK R. MENDELL, President

ATTESTED:


ALLAN PINCHOFF, Secretary

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

FILED
98 AUG -3 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. CANNON/PEARCE TURNER NIKOLAJEVICH, INC.
Name of corporation as it appears on the records of the Department of State.

2. Missouri 3. 12-10-74
Incorporated under laws of 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? May 22, 1998

5. CANNON FLORIDA, INC.
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.

n/a
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a
New Jurisdiction


Signature

6-22-98
Date

Mark R. Mendell
Typed or printed name

President
Title

STATE OF MISSOURI



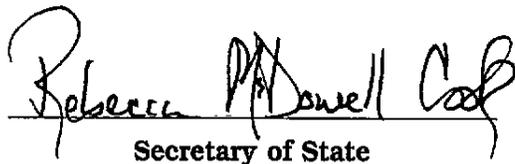
Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

CANNON FLORIDA, INC.

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI AND KEEPER OF THE GREAT SEAL THEREOF, DO HEREBY CERTIFY THAT THE ANNEXED PAGES CONTAIN A FULL, TRUE AND COMPLETE COPY OF THE ORIGINAL DOCUMENTS ON FILE AND OF RECORD IN THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 20TH DAY OF JULY, 1998.


Secretary of State



STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF AMENDMENT

WHEREAS,

CANNON FLORIDA, INC.

FORMERLY,

CANNON/PEARCE TURNER NIKOLAJEVICH, INC.

A CORPORATION ORGANIZED UNDER THE GENERAL AND BUSINESS CORPORATION LAW HAS DELIVERED TO ME A CERTIFICATE OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH THE REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE GENERAL BUSINESS CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 22ND DAY OF MAY, 1998.

Rebecca McDowell Cook
Secretary of State



\$25.00

AMENDMENT OF ARTICLES OF INCORPORATION

(To be submitted in duplicate by an attorney)

**HONORABLE REBECCA MCDOWELL COOK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101**

Pursuant to the provisions of The General and Business Corporation Laws of Missouri, the undersigned Corporation certifies the following:

(1) The present name of the Corporation is CANNON/PEARCE TURNER NIKOLAJEVICH, INC. The name under which it was originally organized was BONSACK & PEARCE, INCORPORATED.

(2) An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on April 7, 1998.

(3) Article FIRST is amended to read as follows: The name of the corporation is Cannon Florida, Inc.

(4) Of the 2,170 shares outstanding, 2,170 of such shares were entitled to vote on such amendment. The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>No. of Outstanding Shares</u>
Common	2,170

(5) The number of shares voted for and against the amendment was as follows:

<u>Class</u>	<u>No. Voted For</u>	<u>No. Voted Against</u>
Common	2,170	0

(6) If the amendment changed the number or par value of authorized shares having a

My Commission Expires:

4-15-99

P:\6200\6201\Amendment to Articles of Incorporation.JAS..doc

Nancy J. Vixi
Notary Public

Nancy J. Vixi
Notary Public, State of New York
Qualified in Erie County
Commission Expires 4-15-99