



THE UNITED STATES
CORPORATION
COMPANY

849287

ACCOUNT NO. : 072100000032

REFERENCE : 231525 4320171

AUTHORIZATION :

COST LIMIT :

\$ 35.00

Patricia Piguet

ORDER DATE : January 22, 1997

ORDER TIME : 10:21 AM

ORDER NO. : 231525-010

CUSTOMER NO: 4320171

000002074080--9

CUSTOMER: Carolyn Grossi, Legal Asst
American International Group,
70 Pine Street
30th Floor
New York, NY 10270

FOREIGN FILINGS

NAME: W. HEATH & CO.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNER

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

(D/B/A FIK FLORIDA)

Jane
Foreign Change
w/D/84 in Florida
2-26-97

FILED
97 JAN 30 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN 30 PM 12:09
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 31, 1997

CSC - THELTON WASHINGTON

TALLAHASSEE, FL

SUBJECT: W. HEATH AND CO.
Ref. Number: 849287

We have received your document for W. HEATH AND CO. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 097A00005215

RESUBMIT

Please give original
submission date as file date.

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)

1. W. HEATH AND CO.
Name of corporation as it appears on the records of the Department of State.
2. California 3. 5/29/1981
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? December 26, 1996
5. C.R.S. Corporation
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

January 17, 1997
Date

Charles R. Shader
Typed or printed name

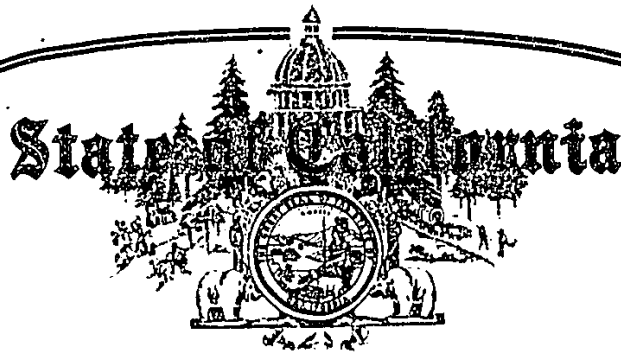
President
Title

CERTIFICATE OF RESOLUTION

I, the undersigned, Charles R. Schader, being the duly elected Secretary of C.R.S. CORPORATION, existing under the laws of the State of California, DO HEREBY CERTIFY that by virtue of my office I have access to the original records of the said corporation; that by written consent of the Board of Directors dated January 17, 1997, in accordance with the law and the By-laws of the said corporation, the following resolution was adopted:

RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopts the alternate name C.R. Schader Corporation for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and be it

FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida.



SECRETARY OF STATE

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 26th *day of* December *, 19* 96 *,*

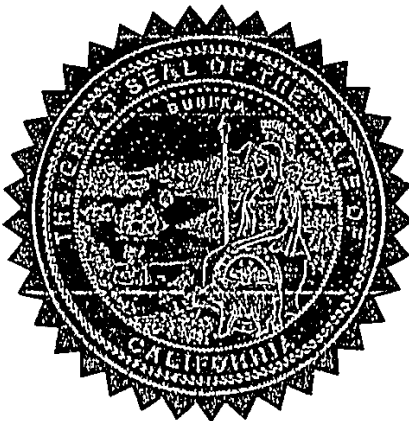
there was filed in this office a(n) CERTIFICATE OF AMENDMENT

whereby Article I *of the Articles of Incorporation of*

W. HEATH AND CO.

a California corporation, was amended to set forth a change of corporate name to

C.R.S. CORPORATION



*IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
24th day of January, 1997.*

Bill Jones
Secretary of State