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ROBERT W. GROTH

ADMITTED IN FLORIDA,  
MINNESOTA AND THE  
U.S. SUPREME COURT

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February 3, 1997

Division of Corporations

Amendment Section

409 East Gaines Street

Tallahassee, FL 32399

000002077680--3

-02/04/97--01196--015

\*\*\*\*\*43.75 \*\*\*\*\*43.75

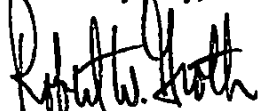
Re: Amendment of Certificate of Authority from  
George S. Hall, Inc. To Hall Enterprises, Inc.

Enclosed herewith for filing are the following documents:

- 1) An original certificate from the State of Delaware issued November 7, 1996, showing an amendment of the name George S. Hall, Inc. effective November 6, 1996, in Delaware;
- 2) Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, signed by me as Vice President; and
- 3) My trust account check payable to the Department of State in the amount of \$43.75 for filing of the amendment (\$35.00) and a Certificate of Status (\$8.75).

Finally, I am enclosing a self-addressed, stamped envelope for your convenience in returning the Certificate of Status to me.

Yours very truly,



Robert W. Groth

RWG:jae

Enclosures

N/c

VS FEB 11 1997

FILED  
97 FEB -4 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**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  
97 FEB -4 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. George S. Hall, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Delaware  
Incorporated under laws of
3. August 17, 1981  
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? November 6, 1996

5. Hall Enterprises, 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.

Not applicable

New Duration

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

Not applicable

New Jurisdiction

Robert W. Groth  
Signature

Robert W. Groth  
Typed or printed name

Robert W. Groth

February 3, 1997  
Date

Vice President  
Title

Vice President

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GEORGE S. HALL, INC.", CHANGING ITS NAME FROM "GEORGE S. HALL, INC." TO "HALL ENTERPRISES, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF NOVEMBER, A.D. 1996, AT 3:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



  
Edward J. Freel, Secretary of State

0918674 8100

960324365

AUTHENTICATION:

8181772

DATE:

11-07-96

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**

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George S. Hall, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of George S. Hall, Inc. resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of George S. Hall, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

The name of the corporation is Hall Enterprises, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said George S. Hall, Inc. has caused this certificate to be signed by Robert W. Groth, its Vice President, this First day of November, 1996.

George S. Hall, Inc.  
By Robert W. Groth  
Vice President

(DE - 0263 - 6/15/94)