

*Atkins
Benham*

F000000004438

September 11, 2002

Florida Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

800007693338--3
-09/12/02--01047--021
*****35.00 *****35.00

RE: Name Change

To Whom It May Concern:

Please find enclosed an Amendment Application that reflects a name change for Atkins Benham, Inc. The new name is Atkins Americas, Inc., and also enclosed is evidence that this name change has been filed with our state of jurisdiction, Delaware.

Please send correspondence to my attention at the address below, and contact me via phone or email if you have any questions or need further information.

Sincerely,

Brenda Hutton

Brenda Hutton
Atkins Americas, Inc.
9400 N Broadway
Oklahoma City, OK 73114
Phone: 405-478-5353
brenda.hutton@atkinsamericas.com

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 SEP 12 PM 4: 05

N/C

V SHEPARD SEP 19 2002

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)

F00000004438

(Document number of corporation (if known))

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 SEP 12 PM 4:05

1. Atkins Benham, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 8/7/00
(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? July 30, 2002
5. Atkins Americas, 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.
no change
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
no change
(New jurisdiction)

Betsy Pain
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

8-26-02
(Date)

Betsy Pain
(Typed or printed name)

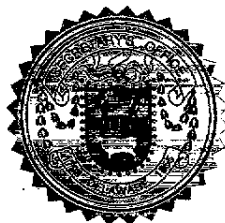
Staff Vice President
(Title)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "ATKINS BENHAM, INC.", CHANGING ITS NAME FROM "ATKINS BENHAM, INC." TO "ATKINS AMERICAS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JULY, A.D. 2002, AT 12 O'CLOCK P.M.



0742820 8100

020539178

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1967314

DATE: 09-05-02

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

Atkins Benham, Inc., a Delaware corporation, submits this Certificate of Amendment to the Secretary of State of the State of Delaware, in order to effectuate the following amendments to its Amended and Restated Certificate of Incorporation:

The First Article of the Amended and Restated Certificate of Incorporation shall be deleted in its entirety and replaced with the following:

FIRST: The name of the Corporation is: Atkins Americas, Inc. (the "Corporation").

The undersigned hereby certifies that the above amendments have been duly adopted by the Corporation's Board of Directors and sole stockholder in accordance with Section 242 of the General Corporation Law of the State of Delaware.

The above amendments shall be effective upon the filing of this Certificate of Amendment.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Amendment to be executed and acknowledged this 17 day of July, 2002.

ATKINS BENHAM, INC.


Donna M. Cantrell, Corporate Secretary