

JAMES A. BARKS

ATTORNEY AT LAW

SUITE B

1120 WEST FIRST STREET
SANFORD, FLORIDA 32771

TELEPHONE (407) 321-1224

FAX (407) 321-1467

October 23, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

F22258

RE: Conklin, Porter and Holmes - Engineers, Inc. Name Change

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$87.50, Articles of Amendment to the Articles of Incorporation, and copy of same.

Amounts on the enclosed check are broken down as follows:

\$35.00 - Filing Fee

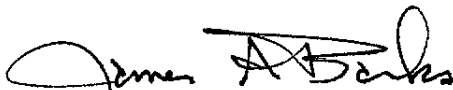
100002672611--6
-10/26/98--01098--012
*****87.50 *****43.75

\$52.50 - Certified copy of Articles of Amendment to Articles of Incorporation

Please file the enclosed Amendment and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,


James A. Barks

JAB/jst

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 26 AM 9:34

APPROVED
AND
FILED

NC
10-30-98
MHS

ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION

OF

CONKLIN, PORTER AND HOLMES - ENGINEERS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 26 AM 9:34

APPROVED
AND
FILED

Pursuant to the provisions of Section 607.181 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is CONKLIN, PORTER AND HOLMES - ENGINEERS, INC.

2. The following amendment of the Articles of Incorporation was adopted by the shareholders and directors of the corporation on September 17, 1998, in the manner prescribed by the Florida General Corporation Act:

ARTICLE I is amended by changing the name of the corporation from "CONKLIN, PORTER AND HOLMES - ENGINEERS, INC." to "CPH ENGINEERS, INC.", so that ARTICLE I shall now read: "The name of the corporation shall be: "CPH ENGINEERS, INC."

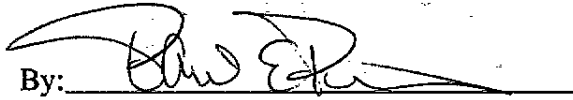
3. The number of shares of the corporation outstanding at the time of adoption was 303.3, and the number of shares entitled to vote thereon was 303.3.

4. The number of shares voted in favor of such amendment was 303.3, and the number of shares voted against such amendment was 0.

5. Such amendment does not effect a change in the amount of stated capital.

DATED: October 22, 1998.

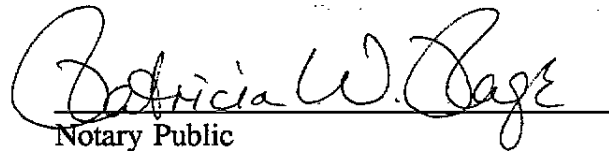
CONKLIN, PORTER AND HOLMES - ENGINEERS, INC.

By: 
PAUL E. PORTER, Its President

STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 22nd day of October, 1998, by PAUL E. PORTER, as President of CONKLIN, PORTER AND HOLMES - ENGINEERS, INC. a Florida corporation, who is personally known to me.


Notary Public



Patricia W. Page
MY COMMISSION # CC634975 EXPIRES
July 30, 2001
BONDED THRU TROY FAIR INSURANCE, INC.