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PLEASE REPLY TO:

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FILE NO.:

BBC5-0009

August 20, 1998

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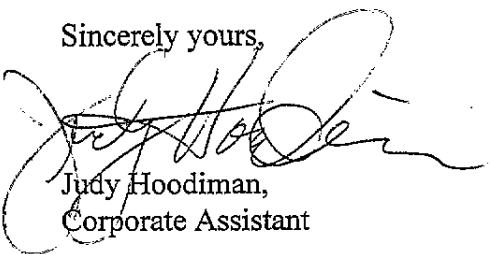
Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL 32309

Re: Cunningham-Woods, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Amendment for Cunningham-Woods, Inc., together with a check in the amount of \$87.50. Please file the Articles of Amendment and return a certified copy to me as soon as the filing has been accomplished.

Sincerely yours,


Judy Hoodiman,
Corporate Assistant

jah319348
Enclosures

N.C.
9-01-98
CC

FILED
98 AUG 27 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
CUNNINGHAM & WOODS, INC.**

**CHANGE OF NAME TO
CUNNINGHAM-WOODS, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Articles of Incorporation are hereby amended as follows:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

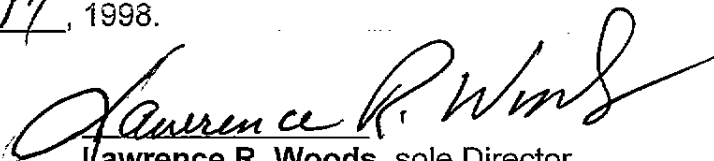
CUNNINGHAM-WOODS, INC.

FILED
98 AUG 27 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

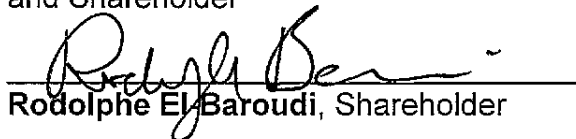
2. This Amendment is adopted as of August 15, 1998.

3. The Amendment was adopted at a meeting of Shareholders and Directors by a majority vote of the directors and shareholders to amend the Articles of Incorporation, as set forth in the By-Laws. The number of votes cast for the Amendment was sufficient for approval.

Signed this August 17, 1998.



Lawrence R. Woods, sole Director
and Shareholder



Rodolphe El Baroudi, Shareholder

#317389

**JOINT CORPORATE ACTION BY
SHAREHOLDERS AND SOLE DIRECTOR OF
CUNNINGHAM & WOODS, INC.**

The Shareholders and sole Director of **CUNNINGHAM & WOODS, INC.**, a corporation organized and existing under the laws of the State of Florida, do hereby agree, consent to, adopt and order the following Corporate Action:

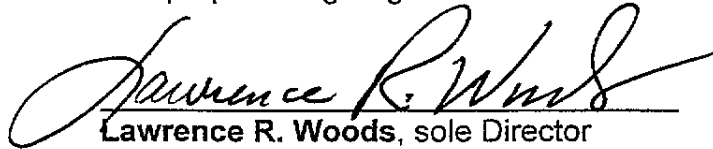
1. The action contained herein shall be effective as of August 15, 1998.
2. The Shareholders and Director do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.

3. The Shareholders and Director do hereby unanimously adopt the following Resolution:

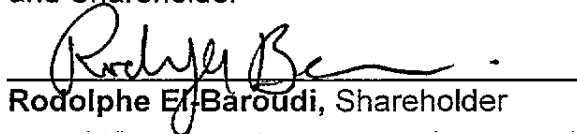
RESOLVED, that the Articles of Amendment to the corporation's Articles of Incorporation, a copy of which is attached hereto as Exhibit "A", are hereby ratified and approved.

FURTHER RESOLVED, that the Officers and Directors of the Corporation be and hereby are authorized and directed to take such further actions as may be necessary or appropriate in order to effectuate said Amendment.

IN WITNESS WHEREOF, the undersigned Shareholders and Director has executed the foregoing Corporate Action for the purpose of giving his consent thereto.



Lawrence R. Woods, sole Director
and Shareholder



Rodolphe El Baroudi, Shareholder

#317389