

F58321

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May 18, 1998

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BY FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002529321-7
-05/19/98--01067--003
*****87.50 *****87.50

Re: FAI, Inc.

Ladies and Gentlemen:

Please file the enclosed Articles of Amendment among the records of the Division of Corporations. Also, please furnish us with a certified copy of these Articles of Amendment. Our check in the amount of \$87.50 is enclosed to cover the filing fees and the certified copy fee.

Sincerely,

Phyllis Harris

Phyllis D. Harris
Legal Assistant

/pdh
enclosures

FILED
98 MAY 19 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
5-27-98
CC

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF

FAI, INC.

(Charter No. F58321)

FILED
98 MAY 19 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Amendment to the Articles of Incorporation of FAI, Inc. is made pursuant to §607.1006 of the Florida Business Corporation Act. The Articles of Incorporation of FAI, Inc. are hereby amended as follows:

By removing Article THIRD in its entirety and by substituting therefor the following:

THIRD: The total number of shares of all classes which the corporation has authority to issue is one thousand (1,000) shares of Common Stock with a par value of \$1.00 per share and one thousand (1,000) shares of Preferred Stock with a par value of \$0.001.

The designations and the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of the shares of each class of stock are as follows:

PREFERRED STOCK

The Preferred Stock may be issued from time to time by the Board of Directors. Preferred Stock will be issued at the rate of one (1) share for each One Thousand Dollars (\$1,000.00) paid to the Corporation. The holders of Preferred Stock shall have no voting rights. The holders of the Preferred Stock shall be paid a quarterly dividend equal to eight percent (8%) per annum based on the amount paid for the Preferred Stock, which dividend shall be paid prior to the payment of any dividends or other distributions to the holders of the Common Stock. The Corporation shall, at any time after March 31, 1999, at the request of holders of a majority in number of the outstanding shares of Preferred Stock, redeem pro rata from all holders of the Preferred Stock all or any portion of the then outstanding shares of Preferred Stock for a price equal to One Thousand Dollars (\$1,000.00) per share, plus all accrued and unpaid dividends thereon, whether or not declared. In the event of any voluntary or involuntary liquidation (in whole or in part),

dissolution or winding-up of the Corporation, the holders of Preferred Stock shall first be paid an amount equal to the initial contribution to the capital of the Corporation by the Preferred Stock holders plus any accrued and unpaid dividend.

COMMON STOCK

Subject to the terms and provisions of any Stockholder's Agreement among the holders of the Common Stock and the Corporation, the Common Stock may be issued from time to time by the Board of Directors for such consideration as the Board of Directors deems reasonable. The holders of the Common Stock shall possess all rights and privileges as are afforded to Common Stock shareholders by applicable law, the Articles of Incorporation and the By-Laws of the Corporation. In the event of any voluntary or involuntary liquidation (in whole or in part), dissolution or winding-up of the Corporation, and following the distribution to the holders of the Preferred Stock as described above, the remaining assets of the Corporation will be distributed among the holders of Common Stock in proportion to the number of shares of Common Stock owned by each holder.

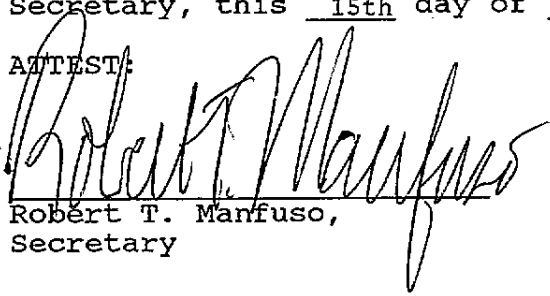
The foregoing amendments were adopted on May 1, 1998.

The foregoing amendments were approved by the shareholders of the Corporation. The number of votes cast for the amendments were sufficient for approval. There were no voting groups entitled to vote separately on the amendments.

IN WITNESS WHEREOF, FAI, INC. has caused these presents to be signed in its name and by its President and attested to by its Secretary, this 15th day of May, 1998.

ATTEST:

FAI, INC.


Robert T. Manfuso,
Secretary

By:  (SEAL)
John A. Manfuso, Jr., President