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BROWN, TODD
& HEYBURN, P.L.L.C.

Paula L. Peters
Paralegal

Direct Dial
(502) 568-0265

October 10, 1997

FILED
97 OCT 14 PM 1:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3200 Providian Center
Louisville, KY 40202-3363
(502) 589-5400
Facsimile (502) 581-1087

Secretary of State
Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

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-10/14/97--01005--003
*****35.00 *****35.00

Lexington Office
2700 Lexington Financial Center
Lexington, KY 40507-1749
(606) 231-0000
Facsimile (606) 231-0011

Re: Sherman Utility Structures, Inc.
Application for Amended Certificate of Authority

Northern Kentucky Office
50 East RiverCenter Boulevard
Suite 1500
Covington, KY 41011
(606) 431-5550
Facsimile (606) 431-2191

Dear Sir or Madam:

Indiana Office
120 West Spring Street, Suite 400
New Albany, IN 47150-3655
(812) 948-2800
Facsimile (812) 948-7994

Enclosed please find in duplicate an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for Sherman Utility Structures, Inc., together with a certified copy of the Articles of Amendment from the Alabama Secretary of State. Also enclosed is a check in the amount of \$35.00 to cover your fee for same.

Please return a file-stamped copy of the Application to my attention.

Sincerely,

Paula L. Peters

Paula L. Peters,
Paralegal

Enclosures

cc: David L. Beckman, Jr.

523:plp
PBQ.E6018
F:\USERS\523\CORRESP\FLORIDA.SEC

N/C

VS OCT 20 1997,

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)

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TALLAHASSEE FLORIDA

1. Sherman Utility Structures, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Alabama Incorporated under laws of
3. Effective Date of this Filing
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? September 19, 1997
5. Newmark International, Inc.
Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

Earl R. Foust
Signature

10/3/97
Date

EARL R. FOUST
Typed or printed name

PRESIDENT CEO
Title

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that as appears on file and of record in this office, the pages hereto attached, contain a true, accurate and literal copy of the articles of amendment to the articles of incorporation of Sherman Utility Structures, Inc. changing the name to Newmark International, Inc. as received and filed in the office of the Secretary of State of Alabama on September 25, 1997, showing the date of amendment as September 19, 1997, the date said instrument was filed in the office of the Judge of Probate of Jefferson County. _____



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

10/09/97

Date

Jim Bennett

Jim Bennett

Secretary of State

State of Alabama
Jefferson County

I, the Undersigned, as Judge of the Court of Probate,
in and for said County, in said State, hereby certify that
the foregoing is a full, true and correct copy of the instru-
ment with the filing of same as appears of record in this
office in Vol. 9711 Record of _____
on page 0391.

Given under my hand and official seal, this the 19th
day of Sept 1927

W. Marshall Golen
Judge of Probate