F94000004641

INTERTRADE

(2.)

March 13, 1998

98 APR 27 AM 8:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed is amendment to the articles of incorporation to change the company name from Boliden Intertrade, Inc. to Intertrade Holdings, Inc. together with check in the amount of $43.75 covering the filing fee and a certificate of status.

If you have any questions, please contact me.

Very truly yours,

Larry Walker

W. Larry Walker
Vice President Finance & CFO

WLW/hwc
Encls.

000002463450--3
-03/20/98--01066--008
*****43.75 *****43.75

VS APR 30 1998

N/C

INTERTRADE HOLDINGS, INC. 3379 PEACHTREE RD NE SUITE 300 ATLANTA GA 30326 (404) 239 6700 FAX (404) 239 6701

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.)

98 APR 27 AM 8:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. BOLIDEN INTERTRADE, INC.
Name of corporation as it appears on the records of the Department of State.

2. GEORGIA
Incorporated under laws of

3. 9-8-94
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? 6-24-97

5. INTERTRADE HOLDINGS, 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.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

W. Larry Walker
Signature

April 22, 1998
Date

W. LARRY WALKER
Typed or printed name

CFO
Title

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER	:	980970637
CONTROL NUMBER	:	9017450
DATE INC/AUTH/FILED	:	09/18/1990
JURISDICTION	:	GEORGIA
PRINT DATE	:	04/07/1998
FORM NUMBER	:	215

INTERTRADE HOLDINGS, INC.
3379 PEACHTREE ROAD
STE 300
ATLANTA GA 30326

CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

INTERTRADE HOLDINGS, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

STATE OF GEORGIA
CONSTITUTION
WISDOM JUSTICE MODERATION
1776

(11-97)

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 971760148
CONTROL NUMBER: 9017450
EFFECTIVE DATE: 06/24/1997
REFERENCE : 0091
PRINT DATE : 06/25/1997
FORM NUMBER : 611

CSC NETWORKS
KEVIN G. JOHNSON
100 PEACHTREE STREET, STE 660
ATLANTA, GA 30303

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

BOLIDEN INTERTRADE, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of State changing its name to

INTERTRADE HOLDINGS, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

STATE OF GEORGIA 1776

Lewis A. Massey

Lewis A. Massey
Secretary of State

901!7450
971760148

ARTICLES OF AMENDMENT

OF

BOLIDEN INTERTRADE, INC.

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Amendment.

1. The name of the corporation is Boliden Intertrade, Inc.

2. Article First of the Articles of Incorporation of the corporation is hereby amended so as henceforth to read as follows:

"The name of the corporation (hereinafter called the "corporation") is Intertrade Holdings, Inc.

3. The amendment herein provided for was duly approved by the Board of Directors of the corporation on May 30, 1997.

4. Pursuant to Section 14-2-1002(8) of the Georgia Business Corporation Code, approval of the amendment herein provided for by the shareholders of the corporation is not required.

5. The effective time and date of these Articles of Amendment shall be upon filing by Secretary of State.

Executed on June 6, 1997.

W. Larry Walker

Name: W. Larry Walker
Title: Secretary

BSR (1)
JUN 11 3 55 PM '97
SECRETARY OF STATE

BSR (1)
JUN 24 3 50 PM '97
SECRETARY OF STATE

HART01-136119-1
06730-00000
June 4, 1997 2:55 pm

GA BC D-:ART OF AMENDMENT-AFTER ISSUE 07/96-4

CERTIFICATE VERIFYING REQUEST AND PAYMENT FOR PUBLICATION OF REQUISITE NOTICE

It is hereby certified and verified by the undersigned that the request for publication of a notice of intent to file the annexed articles of amendment to change the name of the corporation and the payment therefor have been made as required by subsection (b) of Section 14-2-1006.1 of the Georgia Business Corporation Code.

Executed on 6/24, 1997

Name: Lisa Williams

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

RESERVATION NUMBER	: 971690069
EFFECTIVE DATE	: 06/18/1997
EXPIRATION DATE	: 09/16/1997
LICENSE NUMBER	:
CONSENT ON FILE	: NO
PRINT DATE	: 06/18/1997
FORM NUMBER	: 506

LISA WILLIAMS
CSC NETWORKS
100 PEACHTREE STREET STE 600
ATLANTA, GA 30303

NAME RESERVATION CERTIFICATE

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that the records of the Secretary of State have been reviewed and the name

INTERTRADE HOLDING, INC.

is not identical to, and appears to be distinguishable from, the name of any other existing entity on file pursuant to Title 14 of the Official Code of Georgia Annotated.

This certificate shall be valid for a nonrenewable period of ninety days from the date of this certificate. Please submit this original certificate with any subsequent formation filing.

Name reservations are not renewable after expiration of the statutory reservation period stated above.

STATE OF GEORGIA 1776

Lewis A. Massey

Lewis A. Massey
Secretary of State

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 960050264
CONTROL NUMBER: 9017450
EFFECTIVE DATE: 12/31/1995
REFERENCE : 0069
PRINT DATE : 01/05/1996
FORM NUMBER : 412

CSC NETWORKS
RACHEL SEARCY
66 LUCKIE STREET
ATLANTA, GEORGIA 30303

CERTIFICATE OF MERGER AND NAME CHANGE

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of said filing.

Surviving Entity:

BIT MANUFACTURING, INC., a Georgia corporation

Changing its name to:

BOLIDEN INTERTRADE, INC.

Nonsurviving Entity/Entities:

BOLIDEN INTERTRADE, INC., a Georgia corporation

STATE OF GEORGIA 1776

Max Cleland

MAX CLELAND
SECRETARY OF STATE

4RN/ [illegible]

ARTICLES OF MERGER

OF

BOLIDEN INTERTRADE, INC.
(a Georgia Corporation)

AND

B.I.T. MANUFACTURING, INC.
(a Georgia Corporation)

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Boliden Intertrade, Inc., a corporation of the State of Georgia with and into B.I.T. Manufacturing, Inc., a corporation of the State of Georgia as adopted at a meeting by the Board of Directors of Boliden Intertrade, Inc. on December 26, 1996 and adopted at a meeting by the Board of Directors of B.I.T. Manufacturimg, Inc. on December 26, 1995.

2. The merger was duly adopted by the sole shareholder of B.I.T. Manufacturing, Inc.

3. The merger of Boliden Intertrade, Inc. with and into B.I.T. Manufacturing, Inc. is permitted by the laws of the jurisdiction of organization of Boiliden Intertrade, Inc. and has been authorized in compliance with said laws.

4. B.I.T. Manufacturing, Inc. will continue its existence as the surviving corporation under the name Boliden Intertrade, Inc. pursuant to the provisions of the Georgia Business Corporation Code.

5. This Article constitutes an undertaking by the corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia.

[THE NEXT PAGE IS THE SIGNATURE PAGE]

Executed on the 28th day of December, 1995.

BOLIDEN INTERTRADE, INC.

K. Wayne Pittman
Name: K. Wayne Pittman
Its: Authorized Director

B.I.T. MANUFACTURING, INC.

K. Wayne Pittman
Name: K. Wayne Pittman
Its: President

Plan of Merger

PLAN OF MERGER adopted by Boliden Intertrade, Inc., a corporation for profit under the laws of the State of Georgia, by resolution of its Board of Directors on December 26, 1995, and adopted on December 26, 1995 by B.I.T. Manufacturing, Inc. a corporation for profit organized under the laws of the State of Georgia by resolution of its Board of Directors on December 26, 1995. The names of the corporations planning to merge are Boliden Intertrade, Inc., a corporation for profit organized under the laws of the State of Delaware, and B.I.T. Manufacturing, Inc., a corporation for profit organized under the laws of the State of Georgia. The name of the surviving corporation into which Boliden Intertrade, Inc. plans to merge is B.I.T. Manufacturing, Inc.

1. Boliden Intertrade, Inc. and B.I.T. Manufacturing, Inc., shall, pursuant to the provisions of the laws of the State of Georgia and the provisions of the Georgia Business Corporation Code, be merged with and into a single corporation, to wit B.I.T. Manufacturing, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Boliden Intertrade, Inc. pursuant to the provisions of the Georgia Business Corporation Code. The separate existence of Boliden Intertrade, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease upon the effective date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Georgia Business Corporation Code.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Georgia Business Corporation Code.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of who, shall hold their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation when the merger takes effect shall be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the when the merger takes effect shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Georgia Business Corporation Code.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Georgia Business Corporation Code, the non-surviving corporation ad the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the [illegible] State of Georgia, and that they will cause to be preformed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, paper and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective time and date of the merger herein provided for in the State of Georgia shall be as of 12:01 a.m., December 31, 1995.