

F95000003588

KAUFMAN & CANOLES

A PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS AT LAW

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POST OFFICE BOX 626
VIRGINIA BEACH, VIRGINIA 23451

ONE COMMERCIAL PLACE
POST OFFICE BOX 3037
NORFOLK, VIRGINIA 23514
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SUITE 408
NEWPORT NEWS, VIRGINIA 23606

DIRECT DIAL NUMBER
(757) 624-3298

E-MAIL: csfawla@kaufcan.com

November 27, 1996

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

SFI Corp.
(formerly Standard Forms, Inc.)
Our Matter No. 47179

600002020996--5
-12/05/96--01060--013
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed for filing is an Application for Amended Certificate of Authority along with a Certificate re: name change and a check in the amount of \$35.00 to cover the filing fee. Please send confirmation of this filing to me in the self-addressed, postage-paid envelope.

Please contact me if you have any questions regarding this matter.

Very truly yours,

Charlotte S. Rawls

Charlotte S. Rawls
Legal Assistant to
Gus J. James, II

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 27 PM 3:43

FILED

csf
Enclosures

1/8
John
Name Change



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 13, 1996

KAUFMAN & CANOLES
ATTN: CHARLOTTE S. RAWLS
ONE COMMERCIAL PLACE, P.O. BOX 3037
NORFOLK, VA 23514

SUBJECT: STANDARD FORMS, INC.
Ref. Number: F95000003588

We have received your document for STANDARD FORMS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 296A00055813

*consent & ~~see~~ officers' cert. is
attached.*

thank you.

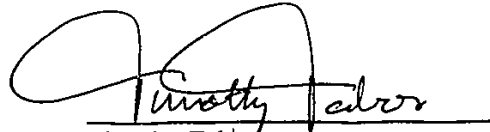
Charlotte Rawls

757-624-3298

OFFICER'S CERTIFICATE

I, Timothy Tabor, do hereby certify that I am the Executive Vice President of SFI Corp. (formerly Standard Forms, Inc.), a New York corporation, and that the attached is a true copy of the resolutions which were adopted by Unanimous Consent of the Board of Directors of said corporation dated December 17, 1996, and that said resolutions are in full force and effect on the date hereof.

GIVEN under my hand and seal of said corporation this 20th day of December, 1996.


Timothy Tabor
Executive Vice President

.
UNANIMOUS CONSENT IN LIEU OF MEETING
OF THE DIRECTORS OF
SFI CORP.

Pursuant to Section 708 of the New York Business Corporation Law, the undersigned, being the Directors of SFI Corp., a New York corporation (the "Corporation"), do hereby authorize, approve and consent to the adoption of the following resolutions and the actions contemplated therein, without meeting:

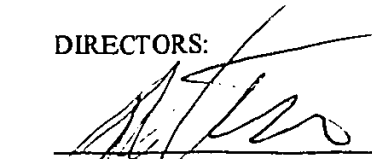
WHEREAS, the name SFI Corp. is not available for use in Florida;

NOW, THEREFORE, BE IT RESOLVED that the Corporation adopt the name "SFI Corp. of New York" for use in Florida; and the proper officers of the Corporation be, and hereby are, authorized and directed to execute any and all documents which are necessary in order to use said fictitious name in Florida.

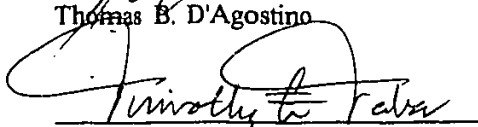
This Consent may be executed in original or by telecopy, in two or more counterparts which taken together, shall constitute one original Consent.

Effective Date: December 17, 1996

DIRECTORS:



Thomas B. D'Agostino



Timothy L. Tabor

DATE:

December 20, 1996

December 20, 1996

FILED
96 DEC 27 PM 3:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
96 DEC 27 PM 3:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION I (1-3 must be completed)

1. Standard Forms, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: New York
3. Date authorized to do business in Florida: July 25, 1995

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?

October 28, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

SFI Corp.

6. If the amendment changes the period of duration, indicate new period of duration

N/A

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

N/A

SFI Corp.
(formerly ~~Standard Forms, Inc.~~)

By: _____

Signature

Name and Title

Michael Feldman, Vice President/Secretary/
Treasurer

November 19, 1996

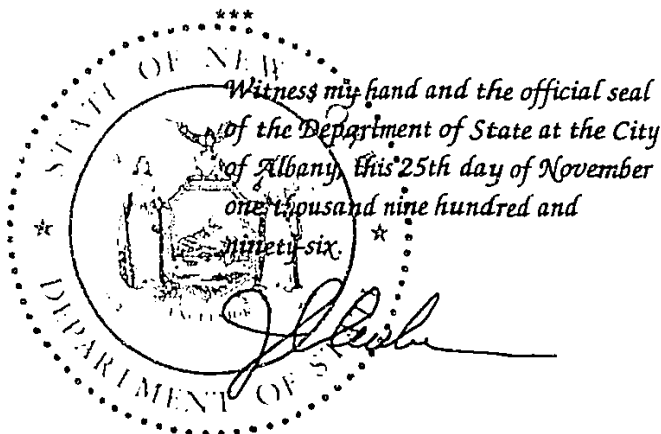
Date

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of SFI CORP. was filed on 12/22/1970, under the name of FORMS AND PERIPHERALS INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment FORMS AND PERIPHERALS INC., changing name to STANDARD FORMS, INC., was filed 07/19/1988.

A Certificate of Amendment STANDARD FORMS, INC., changing name to SFI CORP. , was filed 10/28/1996.



Special Deputy Secretary of State

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