

F95000005250

MARTIN, SNOW, GRANT & NAPIER, LLP
ATTORNEYS AT LAW

240 THIRD STREET
POST OFFICE BOX 1606
MACON, GEORGIA 31202-1606

TELEPHONE 912/743-7051
TELECOPIER 912/743-4204
E-Mail: msgn@mindspring.com

CUBBEDGE SNOW, JR.
REMER C. DANIEL

WENDELL L. BOWDEN

EDWARD J. HARRELL

JOHN C. EDWARDS

J. KENNETH WALKER

ROBERT R. GUNN, II

JOHN T. MCGOLDRICK, JR.

CUBBEDGE SNOW, III

WILLIAM H. LARSEN

JOHN C. DANIEL, III

T. BARON GIBSON, II

JILL SHIPLEY THOMPSON

JAY C. TRAYNHAM

CRAWFORD B. EDWARDS, JR.

MICHAEL M. SMITH

LISA M. EDWARDS

W. KEITH MCGOWAN

BLAIR K. CLEVELAND

THOMAS PETER ALLEN, III

ROBERT A. WEBER, JR.

OF COUNSEL

GEORGE C. GRANT

T. BALDWIN MARTIN, JR.

CHARLES M. CULVER

FRED R. MARTIN (1864-1946)

T. BALDWIN MARTIN (1893-1985)

CUBBEDGE SNOW (1900-1989)

HENDLEY V. NAPIER (1919-1997)

August 5, 1997

500002260415--6
-08/07/97--01037--011
*****35.00 *****35.00

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

RE: Name change for Tri-State Dairy, Inc. (Florida
Document No. F95000005250)

Dear Sir or Madam:

Enclosed please find an original and one copy of an application by Tri-State Dairy, Inc. to change its name to "H&W Consulting, Inc." In support of its application, applicant submits a certified copy from its state of incorporation as evidence of the amendment to its certificate of its incorporation effecting such name change. Also enclosed please find the \$35.00 filing fee payable to the Secretary of State of Florida. Please cause the original application to be filed and return with your file stamp the copy thereof to Robert A. Weber, Jr., P. O. Box 1606, Macon, Georgia 31202-1606.

If I may answer any questions, please give me a call.
Thanking you in advance for your assistance, I remain

Very truly yours,

Robert Weber

ROBERT A. WEBER, JR.

RAWJR:km
Enclosures

adopt of alternate name

N/C

V8 SEP 12 1997

RECEIVED
TALLAHASSEE
SEP 10 PM 12:25
FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 18, 1997

ROBERT A. WEBER, JR.
POST OFFICE BOX 1606
MACON, GA 31202-1606

SUBJECT: TRI-STATE DAIRY, INC.
Ref. Number: F95000005250

We have received your document for TRI-STATE DAIRY, 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):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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 (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 897A00041645

MARTIN, SNOW, GRANT & NAPIER, LLP
ATTORNEYS AT LAW

240 THIRD STREET
POST OFFICE BOX 1606
MACON, GEORGIA 31202-1606

TELEPHONE 912/743-7051
TELECOPIER 912/743-4204
E-Mail:msgn@mindspring.com

CUBBEDGE SNOW, JR.
REMER C. DANIEL
WENDELL L. BOWDEN
EDWARD J. HARRELL
JOHN C. EDWARDS
J. KENNETH WALKER
ROBERT R. GUNN, II
JOHN T. MCGOLDRICK, JR.
CUBBEDGE SNOW, III
WILLIAM H. LARSEN
JOHN C. DANIEL, III
T. BARON GIBSON, II
JILL SHIPLEY THOMPSON
JAY C. TRAYNHAM
CRAWFORD B. EDWARDS, JR.
MICHAEL M. SMITH

LISA M. EDWARDS
W. KEITH MCGOWAN
BLAIR K. CLEVELAND
THOMAS PETER ALLEN, III
ROBERT A. WEBER, JR.

OF COUNSEL
GEORGE C. GRANT
T. BALDWIN MARTIN, JR.
CHARLES M. CULVER

FRED R. MARTIN (1864-1946)
T. BALDWIN MARTIN (1893-1985)
CUBBEDGE SNOW (1900-1985)
HENDLEY V. NAPIER (1919-1997)

September 8, 1997

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

ATTENTION: Velma Shepard, Corporate Specialist

RE: Tri-State Dairy, Inc. (Reference No. F95000005250);
Letter No. 897A00041645

Dear Ms. Shepard:

Enclosed please find the following:

- (1) A document return notice from your office;
- (2) An original duly authenticated Certificate issued within the past 90 days from the Secretary of State of Delaware evidencing the effectiveness of a name change amendment for the above-referenced corporation; and
- (3) A corporate resolution adopting an alternate name for use in the State of Florida, signed by an officer of the corporation.

If I may answer any questions, please call me at 912-743-7051. Thanking you in advance for your assistance, I am

Very truly yours,



ROBERT A. WEBER, JR.

RAWJR:km
Enclosures

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)

FILED
97 SEP 10 PM 12:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Tri-State Dairy, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. October 26, 1995
Incorporated under laws of 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? June 19, 1997
5. H&W Consulting, 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


Signature

Date

H. Dan Hinton
Typed or printed name

President
Title

**ACTION BY THE BOARD OF DIRECTORS
OF H&W CONSULTING, INC. WITHOUT MEETING**

FILED
97 SEP 10 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to the authority contained in Section 141 of the Delaware Corporations Code, the undersigned, being all the directors of H&W Consulting, Inc., a Delaware corporation (the "Company"), do hereby take and adopt the following action, in writing, without meeting:

RESOLVED, that the company does hereby adopt for use, in connection with business conducted in the State of Florida, the alternate name "H&W Dairy Consultants, Inc.";

FURTHER RESOLVED, that the President of the company is authorized and directed to execute and file all documents necessary and proper to effect the use of such alternate name in the State of Florida.

Agreed and consented to this 21 day of August, 1997.

Date: 21 Aug 97


H. DAN HINTON, President

Date: 8/28/97


M. WAYNE WEATHERFORD

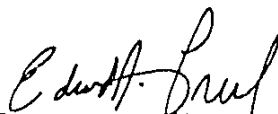
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TRI-STATE DAIRY, INC.", CHANGING ITS NAME FROM "TRI-STATE DAIRY, INC." TO "H&W CONSULTING, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.

2538303 8100
971239946




Edward J. Freel, Secretary of State

AUTHENTICATION: 8571558
07-23-97

DATE:

FIRST AMENDMENT TO CERTIFICATE OF INCORPORATION
OF TRI-STATE DAIRY, INC.

1. The name of the corporation is hereby changed from "Tri-State Dairy, Inc." to "H&W Consulting, Inc."

2. This Amendment to the Certificate of Incorporation was adopted by the Board of Directors of the corporation subject to approval by the shareholders in accordance with § 242 of the Delaware Corporations Code on May 29, 1997.

3. Pursuant to § 228 of the Delaware Corporations Code, the shareholders of the corporation consented to, and directed that the name of the corporation be changed as hereinabove set forth on May 29, 1997.

IN WITNESS WHEREOF, in attestation to the truth of the foregoing, and in acknowledgment that this action is that of the corporation, I have hereunto subscribed my name this 29 day of May, 1997.

TRI-STATE DAIRY, INC.

BY: [Signature]
H. DAN HINTON, President

Signed, sealed and delivered
in the presence of:

Marie K. McKinley
(Witness)

Shirley B. Jones
Notary Public

My Commission Expires:



**ACTION BY THE BOARD OF DIRECTORS
OF TRI-STATE DAIRY, INC. WITHOUT MEETING**

Pursuant to the authority contained in § 141 of the Delaware Corporations Code, the undersigned, being all the directors of Tri-State Dairy, Inc., a Delaware corporation (the "Company"), do hereby take and adopt the following action, in writing, without meeting:

Name Change. The Company's Certificate of Incorporation is amended so that its name is changed from Tri-State Dairy, Inc. to "H&W Consulting, Inc.";


Submission to Shareholders. This amendment to the Certificate of Incorporation changing the corporate name is subject to approval by the shareholders and the question of whether such change shall be approved by shareholders shall be submitted to the shareholders for their consideration.

Agreed and consented to this 29 day of May, 1997.

Date: 5/29/97


H. DANN HINTON

Date: 6/4/97


M. WAYNE WEATHERFORD

ACTION BY WRITTEN CONSENT OF SHAREHOLDERS


May 29, 1997

Pursuant to authority contained in § 223 of the General Corporations Law of Delaware, the undersigned, being all the shareholders of Tri-State Dairy, Inc., a Delaware corporation, do hereby take and adopt the following actions, in writing, without meeting:

Change of Corporate Name. The Certificate of Incorporation of this corporation is amended so that the name of this corporation is changed from Tri-State Dairy, Inc. to H&W Consulting, Inc., and the President of this corporation is authorized and directed to execute and file all documents necessary and proper to effect such name change in said corporation's jurisdiction of incorporation and to also execute and file all documents necessary and proper to effect such name change in those jurisdictions in which this corporation is authorized to conduct business as a foreign corporation.

Agreed and consented to this 29 day of May, 1997.

Date: 5/29/97


H. DAN HINTON

Date: 6/14/97


M. WAYNE WEATHERFORD