

F95000005719



8 February 1999

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

200002782962--9
-02/22/99--01095--005
*****35.00 *****35.00

RE: LFR Inc.
FEIN 04-2806712

Dear Sir or Madam:

Enclosed is an Application by Foreign Profit Corporation to file Amendment To Application for Authorization to Transact Business in Florida to change our corporate name from Levine-Fricke-Recon Inc. to LFR Inc.

With this documentation and the enclosed check for \$35, we respectfully request that our name in the State of Illinois also be changed to LFR Inc.

If there are any questions, please contact me at 510.652.4500. My mailing address is 1900 Powell Street, 12th Floor, Emeryville, CA 94608.

Thank you for your assistance.

Sincerely,

Kari Silverman
Corporate Administrator

NC
4-19-99
BNC

FILED
99 APR 19 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

13 April 1999

Doug Spitler
Document Specialist
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: LFR Levine Fricke Inc.
FEIN 04-2806712

Dear Mr. Spitler:

Enclosed you will find corrected documentation per the instructions in your letter dated February 25, 1999 (copy also enclosed).

Please continue with the filing using the \$35.00 fee which is on account at this time.

Thank you for your assistance. I may be reached at 510.596.9568 if there are any questions.

Sincerely,



Kari Silverman
Corporate Administrator

FILED
99 APR 19 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 25, 1999

KARI SILVERMAN
12TH FLOOR
1900 POWELL STREET
EMERYVILLE, CA 94608

SUBJECT: LEVINE FRICKE RECON INC.
Ref. Number: F95000005719

We have received your document for LEVINE FRICKE RECON 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 (850) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 299A00008698

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99 APR 19 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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)**

1. Levine Fricke Recon Inc.
Name of corporation as it appears on the records of the Department of State.

2. Massachusetts 3. November 7, 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? November 18, 1998

5. LFR Inc. DBA LFR Levine Fricke 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

S. Hall 1-25-99
Signature Date

Sharon Hall Vice President
Typed or printed name Title

FILED
99 APR 19 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Charles R. Henry, do hereby certify
(Name)

that this Resolution of the Board of Directors of LFR Inc. (formerly known as
Levine Fricke Recon Inc.)
(Corporate Name)

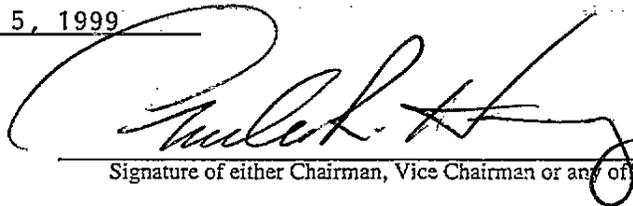
a corporation duly organized and existing under the laws of the State of Massachusetts,

was duly adopted on April 5, 19 99.

Be it resolved, that LFR Inc.
(Corporate Name)

organized and existing in the State of Massachusetts, hereby adopts the name
LFR Levine Fricke Inc. for use in Florida.

Dated: April 5, 1999


Signature of either Chairman, Vice Chairman or any officer

Charles R. Henry , President

Type or print name

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108 1512

021

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

Examiner

Name Approved

C
P
M
R.A.

P.C.

We, Charles R. Henry, ~~President~~ ^{XXXXXX}

and Sharon A. Hall, ~~Assistant Clerk~~ ^{XXXXXX}

of Levine-Fricke-Recon Inc.

(Exact name of corporation)
194 Forbes Road Braintree, MA 02184
located at ~~1200 Powell Street, Emeryville, CA 94608~~
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

Article 1
(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on October 1st 1998, by vote of:

587,794 shares of Common of 587,794 shares outstanding,
(type, class & series, if any)

18,255 shares of Series A Convertible Preferred of 18,255 shares outstanding, and
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding,
(type, class & series, if any)

¹ "being at least a majority of each type, class or series outstanding and entitled to vote thereon: ~~XXXXXX~~

"VOTED: That Article 1 of the Articles of Organization be, and the same hereby is amended to change the name of the Corporation from Levine-Fricke-Recon Inc. to LFR Inc."

*Delete the inapplicable words **Delete the inapplicable clause.
 † For amendments adopted pursuant to Chapter 156B, Section 70.
 ‡ For amendments adopted pursuant to Chapter 156B, Section 71.
 Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

4
10/18/98

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

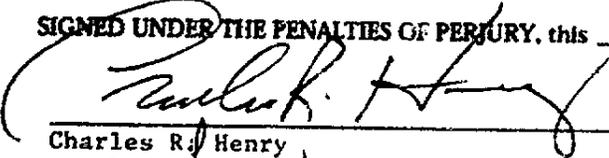
Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify. In accordance with the vote adopting the amendment, a later effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

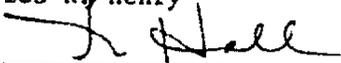
Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 1st day of October, 19 98.



Charles R. Henry

President / ~~XXXX President~~



Sharon A. Hall

~~X Clerk~~ / *Assistant Clerk.

Delete the Inapplicable words.

6567.11

3794

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 100.00 having been paid, said articles are deemed to have been filed with me this 18th day of November 1998.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 12/21/98 CLERK *Deu*

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Sharon A. Hall, Vice President

LFR Inc.

1900 Powell Street, Emeryville, CA 94608

Telephone: (510) 652-4500