

F960000014DD



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 446045 4300123

AUTHORIZATION :

Patricia Pizich

COST LIMIT : \$ 35.00

ORDER DATE : June 27, 1997

ORDER TIME : 10:47 AM

ORDER NO. : 446045-015

CUSTOMER NO: 4300123

500002228185--6

CUSTOMER: Susan E. Todd, Legal Assistant
Battle Fowler LLP
75 East 55th Street
Concourse
New York, NY 10022

FOREIGN FILINGS

File

NAME: OLYMPUS ACCESS SERVICES, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

FILED
97 JUL -1 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 JUL -1 PM 12:07
DIVISION OF CORPORATION

111
Jon
Name
Change

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)

1. Olympus Access Services, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 3/19/96
Incorporated under the 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? 6/11/97
5. Tall Cotton 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.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction


Signature

Steven W. Jacobson
Typed or printed name

6/23/97
Date

President
Title

FILED
97 JUL -1 PM 3:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 THAT THE SAID "OLYMPUS ACCESS SERVICES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "TALL COTTON HOLDINGS, INC.", THE ELEVENTH DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2546341 8320

971216409

AUTHENTICATION: 8537007

DATE: 06-30-97