

F97000005358

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Counsellors at Law

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New Haven
Hartford
Stamford
Madison

July 1, 1999

Federal Express Delivery

Department of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-07/02/99--01059--005
*****43.75 *****43.75

Re: ***Jon Pickard Architects, Inc., a Connecticut Profit Corporation
Florida Document No. F97000005358***

Dear Sir or Madam:

Enclosed for filing is an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida. This Amendment is being filed to change the name of the profit corporation from Jon Pickard Architects, Inc. to Pickard Chilton Architects, Inc. Also enclosed for your reference is a copy of the Certificate of Amendment for Pickard Chilton Architects, Inc. certified by the Connecticut Secretary of the State.

After filing the Application, please provide to me an amended Certificate of Authority for this corporation.

Our check in the amount of \$43.75 payable to the Department of State is enclosed, consisting of \$35.00 for the amendment filing fee and \$8.75 for the amended Certificate of Status.

If you have any questions concerning this filing, or if you require additional documentation, please contact me immediately at 203.784.8203. Thank you very much for your attention to this matter.

Yours truly,

EL S. DeVane

Eleanor S. DeVane

1099-15772

N/C

ESD/aww
Enc.

V. SHEPARD AUG 23 1999

FILED
99 AUG 20 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 9, 1999

ELEANOR S. DEVANE
TYLER COOPER & ALCORN, LLP
P.O. BOX 1936
NEW HAVEN, CT 06509-1910

SUBJECT: JON PICKARD ARCHITECTS, INC.
Ref. Number: F97000005358

We have received your document for JON PICKARD ARCHITECTS, INC. and your check(s) totaling \$43.75. 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.

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: 699A00035643

Rec'd 8/20

 **Tyler Cooper**
 **& Alcorn, LLP**
Counsellors at Law

Patricia B. Reidy
Legal Assistant
860.725.6222
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185 Asylum Street
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New Haven
Hartford
Stamford
Madison

August 17, 1999

Velma Shepard, Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Jon Pickard Architects, Inc.
Ref. Number: F97000005358

Dear Ms. Shepard:

Pursuant to your letter of July 9, 1999 (copy attached), enclosed is the Application by Foreign Profit Corporation to File Amendment of Application for Authorization to Transact Business in Florida along with a certified copy of the Certificate of Amendment and Restatement from the Connecticut Secretary of State for the above-referenced corporation.

Please do not hesitate to call me at 725-6222 if you should have any questions.

Very truly yours,


Patricia B. Reidy
Legal Assistant

cc: Eleanor DeVane, Esq.

/p
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.)

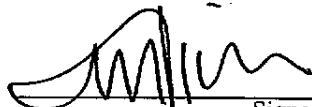
SECTION I
(1-3 MUST BE COMPLETED)

FILED
99 AUG 20 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Jon Pickard Architects, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Connecticut 3. October 13, 1997
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? 4/30/99
5. Pickard Chilton Architects, 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.
No change
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
No change
New Jurisdiction


Signature

5/14/99

Date

Jon K. Pickard
Typed or printed name

Chairman of the Board
Title

CERTIFICATE OF AMENDMENT AND RESTATEMENT
Stock Corporation

1. Name of the Corporation:

The name of the Corporation is Jon Pickard Architects, Inc.

2. Amendment and Restatement:

The Certificate of Incorporation is amended and restated.

3. Text of Restated Certificate of Incorporation and of Each Amendment/Restatement:

The Text of the Amended and Restated Certificate of Incorporation is attached hereto as Exhibit A. Without limiting the foregoing, specific amendments to the text are as follows:

A. Section 1 is amended to change the name of the Corporation from Jon Pickard Architects, Inc. to Pickard Chilton Architects, Inc.

B. Section 2 is amended to delete reference to one class of shares and to specify that the shares authorized are common stock with unlimited voting rights.

C. The former Section 3, containing reference to C.G.S. 33-665(b), is deleted in its entirety, the relevant information being now contained in Section 2, as amended. The new Section 3 sets forth the registered office of the corporation, the registered agent at that address and the residence address of the registered agent.

D. The former Section 4, containing the appointment of the former registered agent is deleted in its entirety and replaced by a new Section 4 as set forth in Exhibit A hereto, limiting personal liability of the directors and shareholders.

4. Vote Information:

The resolution approving amendment and restatement of the Certificate of Incorporation was approved by the shareholders on April 30, 1999, by the affirmative vote of all of the Directors and of the owners of 1000 shares of capital stock, such shares constituting 100% of the capital stock outstanding and 100% of the shares entitled to vote on such resolution. The affirmative vote of 1000 shares of capital stock was sufficient for approval of the amendment and restatement.

Dated this 30th day of April, 1999.



Name: WILLIAM D. CHILTON
President

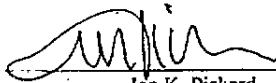
Exhibit A

FILING #0001972652 PG 02 OF 02 VOL B-00263
FILED 04/30/1999 03:21 PM PAGE 03663
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PICKARD CHILTON ARCHITECTS, INCORPORATED**

1. The name of the corporation is **Pickard Chilton Architects, Incorporated.**
2. The corporation is authorized to issue 20,000 shares of common stock, designated "Common Stock." The Common Stock shall have unlimited voting rights.
3. The registered office of the corporation is located at **129 Church Street, New Haven, Connecticut 06510.** and the registered agent at that address is **Jon K. Pickard.** The residence address of the registered agent is **448 Lake Drive, Guilford, CT 06437.**

ACCEPTANCE OF APPOINTMENT AS AGENT



Jon K. Pickard

4. To the extent permitted by law, the personal liability of the directors to the corporation or its shareholders for monetary damages for breach of duty as a director shall be limited to an amount equal to the compensation received by the director for serving the corporation in that capacity during the year of the violation.

I hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

Dated at New Haven, Connecticut this 30th day of April, 1999.



William D. Chilton, President



Jon K. Pickard, Chairman

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS: HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and annexed the Seal of said State, at Hartford,

this 17th day of August AD. 1999

Susan B. Byniewicz
SECRETARY OF THE STATE sm