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SECRETARY OF STATE
TALLAHASSEE, FL

*Amend
Lewis 1/7/03*



T H E H A S K E L L C O M P A N Y
TOTAL FACILITY SOLUTIONS

Telephone: 904-791-4712
Fax: 904-475-7683
E-mail: thmunn@thehaskelco.com

December 19, 2002

RE: Document No.: G20498
The Haskell Company
FEIN: 59-2387450
Amendment to Articles of Incorporation

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please find enclosed executed Articles of Amendment to Articles of Incorporation of The Haskell Company for filing and our check in the amount of \$43.75 to cover the cost of filing and a certified copy of same.

If you have any questions please do not hesitate to contact me. Thank you for your prompt attention to this request.

Sincerely,

Tracy H. Munn
Exec Admin Assistant to
Edward W. Mullinix, Jr.

Enc.

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
THE HASKELL COMPANY

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment to the Articles of Incorporation of The Haskell Company (the "Company") are submitted pursuant to Section 607.1003 and Section 607.1006 of the Florida Statutes.

I. The name of Company is The Haskell Company.

II. These Articles of Amendment were approved by the Company's Board of Directors on December 9, 2002 and were approved by the Company's Shareholders on December 9, 2002. The number of votes cast in favor of these Articles of Amendment by the Shareholders was sufficient for approval.

III. The amendments to the Articles of Incorporation of the Company are as follows:

1. The first paragraph of Article IV, Part A is hereby amended and restated as follows:

"The total number of shares of stock which the Company has authority to issue is 6,000,000 shares consisting of:

(i) 3,000,000 shares of Common Stock, par value \$1.00 per share, with the voting rights set forth in Article IV, Part C, Section 3.

(ii) 1,000,000 shares of Non-Voting Common Stock, par value \$1.00 per share, with the rights set forth in Article IV, Part C, Section 4.

(iii) 2,000,000 shares of preferred stock, par value \$.01 per share of which 52,096 shares shall be designated the "Series A Preferred Stock" and 52,096 shares shall be designated the "Series B Preferred Stock".

2. The definition of "Common Stock" set forth in Article IV, Part B is hereby amended and restated as follows:

"Common Stock" shall mean the Company's common stock, par value \$1.00 per share, with the voting rights set forth in Article IV, Part C, Section 3.

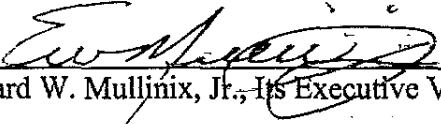
3. Article IV, Part C is hereby amended by adding a new section 4 as follows:

"Section 4. Non-Voting Common Stock. The Company's Non-Voting Common Stock shall be identical in all respects to the

Company's Common Stock except the holders of the shares of Non-Voting Common Stock shall have no voting power including, without limitation, with respect to any proposed increase or decrease of the aggregate number of authorized shares of any class of securities, shall not have the right to participate in any meeting of stockholders and shall not be entitled to any notice of any such meeting and shall not be considered stockholders for the purpose of any election, meeting, consent or waiver of notice, under the provisions of any law now in force or which may hereafter be enacted, except as required by law."

These Articles of Amendment shall be effective upon filing with the Department of State of the State of Florida.

THE HASKELL COMPANY

By: 
Edward W. Mullinix, Jr., Its Executive Vice President

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