

H39890

COOK & FRANKE S. C.

ATTORNEYS AT LAW

660 EAST MASON STREET

MILWAUKEE, WISCONSIN 53202-3877

MEMBER:

COMMERCIAL LAW AFFILIATES,
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WORLDWIDE

TELEPHONE: (414) 271-5900

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June 23, 1998

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

700002573567--4
-06/26/98--01063--007
*****35.00 *****35.00

Re: Articles of Amendment - Urethane Products, Inc.

Dear Clerk:

Enclosed for filing is an original and one copy of the Articles of Amendment for Urethane Products, Inc. along with a check for \$35.00 for the filing fee.

Please call if you have any questions.

Thank you for your attention to this matter.

Very truly yours,

Laura Zakrajsheck

Laura Zakrajsheck
Legal Secretary

#119960:1287-11-542

Enclosure

FILED
98 JUL 23 PM 1:14
SECRETARY OF STATE
TALLAHASSEE
FLORIDA
JUL 23 1998

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WORLDWIDE

Lawrence Clancy
Direct Dial: (414) 227-1207

TELEPHONE: (414) 271-5900

FACSIMILE: (414) 271-2002

July 13, 1998

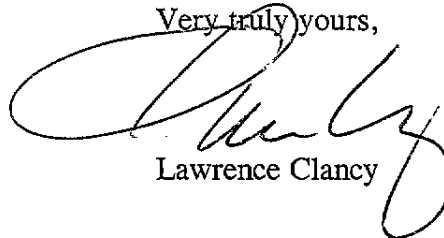
Florida Department of State
Division of Corporations
Attn: Thelma Lewis,
Corporate Specialist Supervisor
P.O. Box 6327
Tallahassee, FL 32314

Re: Urethane Products, Inc.
Reference Number: H39890

Dear Ms. Lewis:

Pursuant to your letter dated July 9, 1998, a copy of which is enclosed herewith, I have revised the Articles of Amendment reflecting the changes in your letter number 098A00036705. The Articles are submitted in duplicate. Please process for filing.

Very truly yours,



Lawrence Clancy

#121828:
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 9, 1998

LAURA ZAKRAJSHECK, LEGAL SECRETARY
COOK & FRANKE, P.A.
660 EAST MADISON STREET
MILWAUKEE, WI 53202-3877

SUBJECT: URETHANE PRODUCTS, INC.
Ref. Number: H39890

We have received your document for URETHANE PRODUCTS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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) 487-6905.

Thelma Lewis

Corporate Specialist Supervisor

Letter Number: 098A00036705

ARTICLES OF AMENDMENT

URETHANE PRODUCTS, INC.

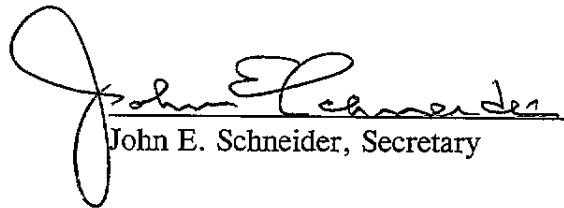
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLVED, THAT, the articles of incorporation be amended as follows:

Article I. The name of the corporation shall be Carol Adele Corp.

The Amendment was adopted on June 19, 1998 in accordance with sec. 607.1003 Fla. Stats.
by unanimous vote of the shareholders.

Executed as of this 19th day of June 1998.


John E. Schneider, Secretary

This document was drafted by Attorney Lawrence Clancy