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BANKRUPTCY
REAL ESTATE LAW
CORPORATE & BUSINESS LAW
CRIMINAL LAW
CONSTITUTIONAL LAW
MARITAL & FAMILY LAW
PERSONAL INJURY & WRONGFUL DEATH
WILLS PROBATE & ESTATE PLANNING

March 17, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
99 MAR 19 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Hanlon Acoustical Ceilings, Inc.
Articles of Amendment

800002812168--1
-03/19/99--01080--003
*****43.75 *****43.75

Dear Sir:

Enclosed please find original Articles of Amendment to the Articles of Incorporation of Hanlon Acoustical Ceilings, Inc. I have also enclosed my check in the amount of \$43.75.

If you have any questions or need further information, please do not hesitate to contact me.

Very truly yours,



Thomas C. Little
Attorney at Law

TCL:js
enc.

N/C

VS MAR 24 1999

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
HANLON ACOUSTICAL CEILINGS, INC.

FILED
99 MAR 19 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, Florida 32314

Pursuant to the provisions of F.S. § 607.1006, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is Hanlon Acoustical Ceilings, Inc.
2. The following amendments of the articles of incorporation were adopted by the shareholders of the corporation on 3/3/99 in the manner prescribed by the Florida Business Corporation Act:
 - a. The corporate name was changed to:

RPH MANAGEMENT CO., INC.

3. The number of shares of the corporation at the time of adoption was 100; and the number of shares entitled to vote on the amendments was 100.
4. The designation and number of outstanding shares of each class entitled to vote on the amendments as a class were as follows:

Number of Shares	Class	Series (if any)
<u>100</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

5. The number of shares voted for the amendment was 100; and the number of shares voted against the amendment was 0.
6. The number of shares of each class entitled to vote as a class voted for and against the amendment, respectively, was:

Class	For	Against
<u></u>	<u>100</u>	<u></u>
<u></u>	<u></u>	<u></u>

FROM : Panasonic PPF

MAR. 4. 1999 4:32PM P 3

Dated:

HANLON ACOUSTICAL CEILINGS, INC.

By:

PAT HANLON, President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th day of March, 1999 by PAT HANLON as President of HANLON ACOUSTICAL CEILINGS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a Florida Driver's License as identification and did take an oath.

NOTARY PUBLIC

Sign

Edward Lindberg

Print

Edward Lindberg

State of Florida at Large

My Commission Expires:

