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February 21, 1997

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97 FEB 24 AM 8:26
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VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: American Consolidated Laboratories, Inc.

Dear Sir or Madam:

Pursuant to Sections 607.0120, 607.0122 and 607.1006 of the Florida Business Corporation Act, please find enclosed three executed copies of Articles of Amendment to Articles of Incorporation of American Consolidated Laboratories, Inc and a check in payment of the filing fee in the amount of \$35 payable to the Department of State.

Please acknowledge receipt hereof by date-stamping one of the enclosed copies of the Articles of Amendment and returning it to the undersigned in the enclosed self-addressed, postage paid envelope.

Please contact the undersigned or Doris R. Bray of this firm if you have any questions relating to this filing.

Sincerely,


Peter A. Zorn

Enclosures

cc: Doris R. Bray
Joseph A. Arena

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN CONSOLIDATED LABORATORIES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMERICAN CONSOLIDATED LABORATORIES, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby submits these Articles of Amendment to its Articles of Incorporation in accordance with Section 607.1006 of the Florida Statutes and, for the purpose of amending its Articles of Incorporation, hereby states:

1. The name of the corporation is American Consolidated Laboratories, Inc.
2. The amendment adopted replaces Article III of the Articles of Incorporation of the Corporation, and its text is as follows:

III.

CAPITAL STOCK

This Corporation is authorized to issue twenty million (20,000,000) shares of common stock, par value five cents (\$0.05) per share, and five million (5,000,000) shares of preferred stock, no par value, which preferred stock shall have the preferences, limitations and relative rights as may be determined from time to time by the Board of Directors.

3. The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.
4. The amendment was approved by the unanimous written consent of the Corporation's Board of Directors on January 9, 1997.
5. The amendment was approved by a sufficient number of the holders of the Corporation's common stock on February 12, 1997.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to its Articles of Incorporation to be executed this 12 day of February, 1997.

AMERICAN CONSOLIDATED LABORATORIES, INC.

By: 

Joseph A. Arena, Chief Executive Officer