

K 34892

(1)



ACCOUNT NO. : 072100000032

REFERENCE : 448101 1429D

AUTHORIZATION *Patricia Pujols*

COST LIMIT : \$ 87.50

ORDER DATE : July 1, 1997

500002227775--5

ORDER TIME : 10:04 AM

ORDER NO. : 448101

CUSTOMER NO: 1429D

CUSTOMER: Ms. Darlajo C. Swab
Cummings & Lockwood
P. O. Box 413032
3001 Tamiami Trail, North
Naples, FL 34103

SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

97 JUN 30 PM 4:29

FILED

CHANGE OF AGENT

NAME: E.P. MCNAMARA, INC.

*Give this
file date.*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

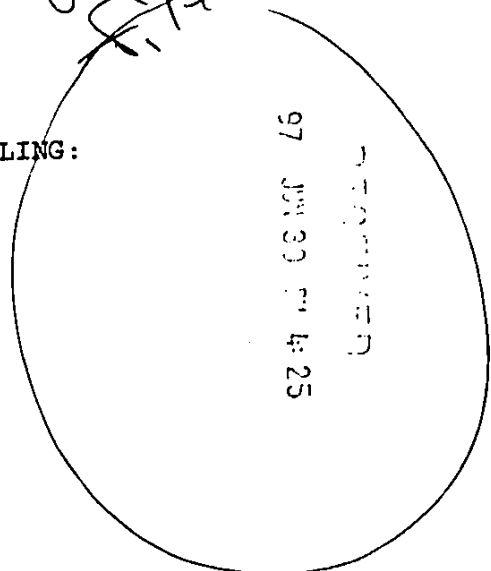
XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

97 JUN 30 PM 4:25

*Per
Judy Enne
documents revald
6/30/97*

*7/1
Jon
R.A. Cavaney
C.C.*



**CHANGE OF REGISTERED AGENT
OF E.P. MCNAMARA, INC.
a Florida corporation**

FILED
97 JUN 30 PM 4: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0502 of the Florida Business Corporation Act, the undersigned, being all of the directors of E.P. MCNAMARA, Inc. (the "Corporation") hereby adopt the following Statement of Change of Registered Agent:

1. The name of the Corporation is E.P. MCNAMARA, INC.
2. The street address of its current registered agent is as follows:

6620 George Washington Way
Naples, FL 34108

3. The street address of its new registered agent is as follows:

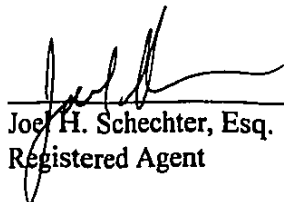
c/o Cummings and Lockwood
3001 Tamiami Trail North
P. O. Box 413032
Naples, FL 34101-3032

4. The name of the current registered agent is Edward P. McNamara.
5. The new registered agent shall be Joel H. Schechter, Esq..
6. The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
7. The change was authorized by resolution duly adopted by its board of directors.


Edward P. McNamara, President

**STATEMENT BY REGISTERED AGENT
OF E.P. MCNAMARA, INC.**

I, Joel H. Schechter, Esq., having been designated to act as the new registered agent for the above named Florida corporation, hereby agree to act in this capacity.



Joel H. Schechter, Esq.
Registered Agent

K34892

(2)



ACCOUNT NO. : 072100000032

REFERENCE : 448101 1429D

AUTHORIZATION

Patricia Puyat
COST LIMIT : \$ 87.00

ORDER DATE : July 1, 1997

ORDER TIME : 10:04 AM

400002227774--9

ORDER NO. : 448101-005

CUSTOMER NO: 1429D

CUSTOMER: Ms. Darlajo C. Swab
Cummings & Lockwood
P. O. Box 413032
3001 Tamiami Trail, North
Naples, FL 34103

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 30 PM 4:30

FILED

DOMESTIC AMENDMENT FILING

NAME: E.P. MCNAMARA, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

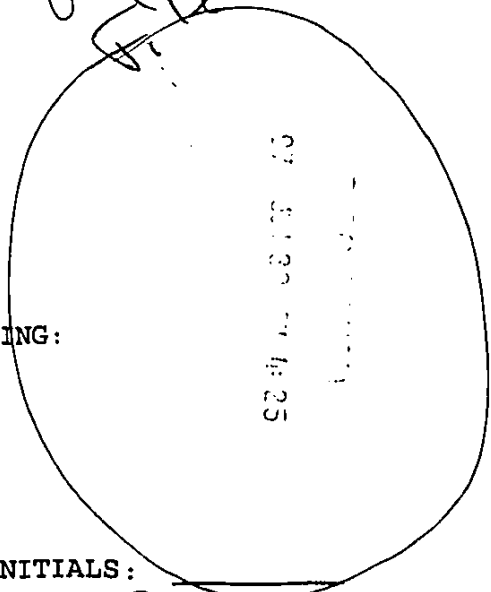
CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

*per
Judy Eune
document revid.
6/30/97*

1/1

*Jan
Amended &
Restated
C.C.*



FILED

97 JUN 30 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
E.P. MCNAMARA, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned, being all of the directors of E.P. McNamara, Inc. (the "Corporation") hereby adopt the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is E.P. MCNAMARA, INC.
2. The street address of the principal office, which is the mailing address, of the Corporation is:

4747 Progress Avenue
Naples, FL 33942-7032
3. The aggregate number of shares that the Corporation is authorized to issue is as follows:
 - a. One Million (1,000,000) shares of common stock, and the par value of such shares shall be One Thousandth of One Cent (\$0.00001). Par value shall have no effect on the Corporation's capital structure;
 - b. Of the One Million shares of common stock authorized, Ten Thousand (10,000) shares shall be voting common stock ("Voting Common Stock"); and
 - c. Of the One Million shares of common stock authorized, the remaining Nine Hundred Ninety Thousand (990,000) shares shall be non-voting common stock ("Non-Voting Common Stock"). The Non-Voting Common Stock shall have and enjoy the same rights, preferences and privileges as the Voting Common Stock, and shall, for all purposes, be and act as a single class of shares, except that the shares of the Non-Voting Common Stock shall not be entitled to vote on any matter, unless otherwise required by law. Each holder of the shares of Voting Common Stock shall be entitled to one vote for each share of Voting Common Stock held by such holder. Each holder of shares of Non-Voting Common Stock shall not be entitled to vote on any matter by virtue of the holder holding such shares of Non-Voting Common Stock, unless otherwise required by law.

4. The street address of the registered office of the Corporation is:

c/o Cummings and Lockwood
3001 Tamiami Trail North
P. O. Box 413032
Naples, FL 34101-3032

and the name of the Corporation's new registered agent at such address is:

Joel H. Schechter, Esq.

5. The name and address of the original sole incorporator of the Corporation on September 28, 1988, was:

John W. Breckenridge, Jr.

6. The Number of directors currently constituting the Board of Directors of the Corporation are two (2), and the names and addresses of the persons who are to serve as directors of the Corporation from the date of the filing of these Amended and Restated Articles of Incorporation, or until the next annual meeting or the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

Edward P. McNamara
6620 George Washington Way
Naples, FL 34108

Mary I. McNamara
6620 George Washington Way
Naples, FL 34108

These Amended and Restated Articles of Incorporation were unanimously approved by the directors and shareholders of the Corporation; accordingly, the votes cast by the shareholders for these Amended and Restated Articles of Incorporation were sufficient for approval.

Dated as of this 26th day of June, 1997.


Edward P. McNamara, President