

SAMUEL L. LEPRELL
ATTORNEY AND COUNSELOR AT LAW

SAMUEL L. LEPRELL
(904) 353-4433

April 21, 1998

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

RE: Shinohara Tech USA, Inc.

900002497559--2
-04/23/98-01033-001
*****35.00 *****35.00

Dear Sir/Madam:

I am enclosing an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, together with their check in the amount of \$35.00, representing the filing fee.

Please date stamp the enclosed copy of the Articles of Amendment as soon as possible and file it. I have been
filed and return it to my attention.

If you should have any questions, please do not hesitate to contact the undersigned.

Sincerely,


Samuel L. LePrell

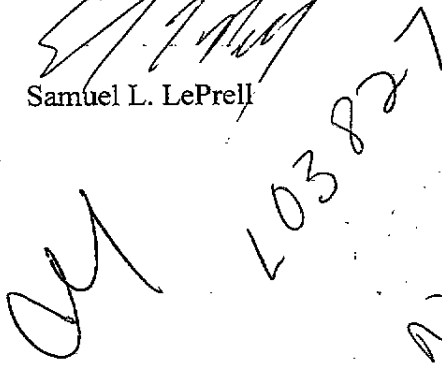
SLL:cdw
Enclosures
cc: Philip C. Jarrett

901 BLACKSTONE BUILDING, 233 EAST BAY STREET
JACKSONVILLE, FLORIDA 32202
(904) 353-3877 - FAX (904) 354-0660

APPROVED
AND
FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 23 PM 1:46


103827
cc
4-23-98

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
SHINOHARA TECH USA, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned President and Secretary of SHINOHARA TECH USA, INC., a corporation existing under the laws of the State of Florida, do hereby certify:

- (a) The name of this corporation is SHINOHARA TECH USA, INC.
- (b) The amendment adopted is an amendment to Article First of the Articles of Incorporation of this corporation changing the name of this corporation to Shinohara USA Inc., Corporate. The said amendment reads as follows:

"FIRST: The name of this corporation is Shinohara USA Inc., Corporate."

- (c) This amendment was adopted by unanimous consent of the Directors of the corporation and by the shareholders on the 3rd day of April, 1998. The number of votes cast by the shareholders in favor of the amendment was sufficient for approval.

SHINOHARA TECH USA, INC.

By:

篠原幹夫

Mikio Shinohara, President

ATTEST:

Philip C. Jarrett, Jr.

Philip C. Jarrett, Jr., Secretary

(Corporate Seal)

98 APR 23 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

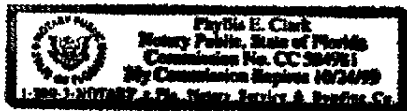
APPROVED
AND
FILED

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared PHILIP C. JARRETT, JR. as Secretary of SHINOHARA TECH USA, INC. to me and known by me to be the person who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the place aforesaid, this 20th day of April, 1998.



Phyllis E. Clark
Notary Public--State of Florida
Printed Name: PHYLLIS E. CLARK
My Commission Expires: 10/24/99
My Commission Number is: CC 504981