

L03827

SAMUEL L. LEPRELL

ATTORNEY AND COUNSELOR AT LAW

SAMUEL L. LEPRELL
(904) 390-2705

June 7, 1999

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

RE: Shinohara USA Inc., Corporate
Charter No. L03827

200002897902--7
-06/08/99--01033--004
*****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 our check in the amount of \$35.00, representing the filing fees as follows:

Please date stamp the enclosed copy of the Articles of Amendment as soon as it has 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

C:\wpdocs\Shinohara\Secretary.ltr.060799.wpd

FILED
99 JUN -8 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NLC
Amend

SUITE 201, ST. MARK'S PLACE
1930 SAN MARCO BOULEVARD
JACKSONVILLE, FLORIDA 32207
(904) 390-2705 - FAX (904) 390-2711

S. PAYNE JUN 14 1999

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

FILED
99 JUN -8 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 of the Florida Statutes, the undersigned Vice President and Secretary of Shinohara USA, Inc., Corporate, a corporation existing under the laws of the State of Florida, hereby certifies:

- (a) The name of this corporation is Shinohara USA Inc., Corporate.
- (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. The said amendment reads as follows:

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

- (c) This amendment was adopted by unanimous consent of the Directors of this corporation and by the shareholders on the 4th day of February, 1999. The number of votes cast by the shareholders in favor of the amendment was sufficient for approval.

SHINOHARA USA INC., CORPORATE

By: Philip C. Jarrett, Jr.
Philip C. Jarrett, Jr.
Its: Vice President & Secretary

(Corporate Seal)

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 Vice President and Secretary of Shinohara USA, Inc., Corporate 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 4th day of February, 1999.

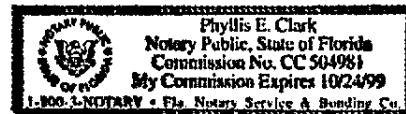
Phyllis E. Clark
Phyllis E. Clark

Notary Public--State of Florida

Printed Name: PHYLLIS E CLARK

My Commission Expires: _____

My Commission Number is: _____



CERTIFICATE OF
ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
SHINOHARA USA, INC., CORPORATE

The undersigned, being the Vice President and Secretary of the corporation, hereby certifies that:

1. The name of the corporation is Shinohara USA Inc., Corporate
2. The corporation was formed pursuant to the filing of Articles of Incorporation in the office of the Secretary of State on the 24th day July, 1989. Its Charter Number is L03827.
3. In accordance with Florida Statute Section 607.1003, the Shareholders and the Directors have approved the Amendment to the Articles of Incorporation as attached hereto and hereby made a part of this Amendment.

IN WITNESS WHEREOF, the parties hereto have affixed their hands this 4th day of February, 1999.

SHINOHARA USA, INC., CORPORATE

BY:


Phillip C. Jarrett, Jr.

Its: Vice President and Secretary

(Corporate Seal)