

FROM HOLLAND & KNIGHT TAMPA

(WED) 9.26.01 11:32/ST. 11:32/N. 4261068710 P 1

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Florida Department of State
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From: Account Name : HOLLAND & KNIGHT
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K. Wheeler

BASIC AMENDMENT

VIASYS HOLDINGS, INC.

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Called Katherine Wheeler
AND told her that she
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September 26, 2001

VIASYS HOLDINGS, INC.
2000 E. EDGEWOOD DRIVE
SUITE 106B
LAKELAND, FL 33803

SUBJECT: VIASYS HOLDINGS, INC.
REF: P01000014042

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Karen Gibson
Corporate Specialist

FAX Aud. #: H01000102646
Letter Number: 301A00053631

**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
VIASYS HOLDINGS, INC.**

Pursuant to Section 607.1003(6) and 607.1006, Florida Statutes, the Articles of Incorporation of Viasys Holdings, Inc. (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is Viasys Holdings, Inc.

SECOND: Article I of the Articles of Incorporation is amended in its entirety to read as follows:

"The name of the Corporation shall be PLATINUM EQUITIES, INC."

THIRD: The foregoing amendments were adopted by written consent of the shareholders of the Corporation, in accordance with Sections 607.1003(6) and 607.0704 of the Florida Statutes, effective as of July 30, 2001, constituting a sufficient number of votes to approve the amendment.

IN WITNESS WHEREOF, the undersigned president of the Corporation has executed this instrument this 11th day of September, 2001.


Ronald Berkovitz, President

TPA1 #1153106 v1

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FROM HOLLAND & KNIGHT TAMPA
Law Offices

(THU) 9. 27' 01 10:40/ST. 10:39/NO. 4261068729 P 2

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September 27, 2001

BERNARD A. BARTON, JR.
813-227-6539

Internet Address:
bbarton@hklaw.com

VIA FAX (850) 245-6013

Ms. Karen Beyer
Office of the Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Platinum Equities, Inc.

Dear Ms. Beyer:

We have requested on behalf of Viasys Holdings, Inc., a name change to Platinum Equities, Inc., the name under which Viasys Holdings, Inc. was known prior to the change to its current name. We are aware that a limited liability company by the name of Platinum Equity LLC is on file with the Department of State.

We believe the Florida Statutes permit Viasys Holdings, Inc. to change its name to Platinum Equities, Inc. IN these circumstances, we believe there is a substantial distinction between the word "Equity" and "Equities" and, more importantly, between the suffix of "LLC" and the suffix of "Inc." Pursuant to Section 608.4061(a), a limited liability company name must contain certain information. The suffix "LLC" complies with that requirement. Pursuant to Section 607.0401(1) Fla. Stat., a corporate name must contain certain words and the suffix "Inc." in the case of Platinum Holdings, complies with that requirement. We believe there is no likelihood of confusion that Platinum Equity LLC and Platinum Equities, Inc. are the same entity and person.

We also observe that Section 608.406(2) of the Florida Statutes provides that the name of the limited liability company as filed with the Department of State is for public notice only and shall not alone create any presumption of

Ms. Karen Beyer
September 27, 2001
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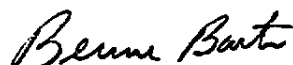
ownership beyond that which is created under the common law. Thus, if Platinum Equity LLC were allowed to preempt Viasys Holdings, Inc. being able to change its name to Platinum Equities, Inc., we believe that statute might be implicated.

We understand, however, that the Department is willing to file the Articles of Amendment of Viasys Holdings, Inc. permitting it to change its name to Platinum Equities, Inc.

If you have any questions, please contact the undersigned at (813) 227-6539, or my assistant, Ms. Kathleen Wheeler, at (813) 227-6532.

Very truly yours,

HOLLAND & KNIGHT LLP



Bernard A. Barton, Jr.

BAB/tlf

cc: Mr. Ron Berkovitz
Aimee Davis, Esq.
Ms. Kathleen Wheeler

77670-2

TPA1 #1169629 v1