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August 5, 2002

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VIA REGULAR MAIL

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

Re: Articles of Amendment to the Articles of Incorporation of Henderson-Schimpf, Inc.

Gentlemen:

Enclosed is the original and one copy of the Articles of Amendment to the Articles of Incorporation of Henderson-Schimpf, Inc., together with a check for \$43.75 to cover the filing fee and certified copy fee.

Once the Articles of Amendment have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures
cc: Peter J. Schimpf

E:\WPW\CLIENT\HendersonSchimpf\ART-AMD.ltr.wpd

FILED
02 AUG -7 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
T. Lewis 8/13/02*

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF HENDERSON-SCHIMPF, INC.

FILED
02 AUG -7 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is HENDERSON-SCHIMPF, INC., (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution amending Article VII of the Articles of Incorporation by written consent dated August 2, 2002 in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolution amending Article VII of the Articles of Incorporation by written consent dated August 2, 2002, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution amending Article VII of the Articles of Incorporation:

RESOLVED, that Article VII of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, is:

Name

Address

Robert S. Henderson

709 Industry Road
Longwood, Florida 32750

Peter J. Schimpf

709 Industry Road
Longwood, Florida 32750

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated August 2, 2002.

HENDERSON-SCHIMPF, INC.

By: Peter J. Schimpf
Peter J. Schimpf, Vice President

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