

05/19/1999

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Division of Corporations

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P07060

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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(((H99000011883 8)))

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To:

Division of Corporations

Fax Number : (850)922-4000

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES

Account Number : 110450000714

Phone : (850)222-1173

Fax Number : (850)224-1640

RECEIVED

99 MAY 18 PM 2:59

DIVISION OF CORPORATIONS

FILED
99 MAY 18 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

NIX MANN/PERKINS & WILL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

NC 5/19
BEE

H990000118838

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA****FILED**
99 MAY 18 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**SECTION I (1-3 must be completed)**

- 1.
- Nix Mann/Perkins & Will, Inc.

Name of corporation as it appears within the records of the Department of State:

2. Incorporated under laws of:
- Georgia

3. Date authorized to do business in Florida:
- 08/09/1985

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

11/03/1998

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Perkins & Will Southeast, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/AA. Aynsley, Vice PresidentSignature
Name and TitleMay 18, 1999

Date

Stuart Aynsley, Vice President

Prepared by: Diane R. Walker, Paralegal
Troutman Sanders, LLP
600 Peachtree St., N.E., #5200
Atlanta, GA 30308
404-885-3000

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Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91380184
CONTROL NUMBER : J520644
DATE INC/AUTH/FILED: 05/25/1977
JURISDICTION : GEORGIA
PRINT DATE : 05/18/1999
FORM NUMBER : 215

TROUTMAN SANDERS LLP
ATTN: DIANE R. WALKER
600 PEACHTREE ST NE STE 5200
ATLANTA, GA 30308

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

PERKINS & WILL SOUTHEAST, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox

Cathy Cox
Secretary of State

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Secretary of State
Corporations Division
315 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983100787
CONTROL NUMBER : 8520644
EFFECTIVE DATE : 11/03/1998
REFERENCE : 0033
PRINT DATE : 11/06/1998
FORM NUMBER : 611

ALLISON K. BAGBY
PERKINS & WILL
330 NORTH WABASH AVE. SUITE 3600
CHICAGO IL 60611

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

NIX MANN/PERKINS & WILL, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of State changing its name to

PERKINS & WILL SOUTHEAST, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

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053/00787
8520644

File with Georgia Secretary of State

ARTICLES OF AMENDMENT
TO THE
RESTATED ARTICLES OF INCORPORATION
OF
NIX MANN/PERKINS & WILL, INC.

1. The name of the corporation is Nix Mann/Perkins & Will, Inc. (the "Corporation").
2. The Restated Articles of Incorporation of the Corporation are amended by striking out Article I thereof and by substituting in lieu of said Article, the following new Article:

"The name of the Corporation is Perkins & Will Southeast, Inc. (the "Corporation")."
3. The foregoing amendment was duly adopted by the Board of Directors of the Corporation on January 1, 1998, without shareholder action. Shareholder action was not required pursuant to Section 14-2-1002 of the Code of Georgia.

Dated: January 1, 1998

NIX MANN/PERKINS & WILL, INC.

By: [Signature]

I. Lewis Nix

Its: President

BSR (3)
NOV 5 3 17 PM '98
SECRETARY OF STATE

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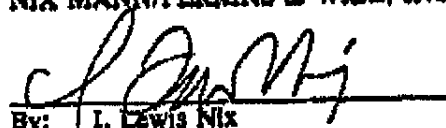
File with Georgia Secretary of State

**CERTIFICATE OF OFFICER
OF
NIX MANN/PERKINS & WILL, INC.**

It is hereby certified that a request for publication of a notice of intent to file Articles of Amendment to change the name of Nix Mann/Perkins & Will, Inc., a Georgia corporation (the "Corporation") and payment therefor have been delivered to the publisher of Fulton County Daily Report, [a newspaper which is the official organ of Fulton County, the county in which the Corporation's registered office is located] [a newspaper of general circulation in the county in which the Corporation's registered office is located and whose most recently published annual statement of circulation reflects a minimum of sixty percent paid circulation].

Dated: October 26, 1998

NIX MANN/PERKINS & WILL, INC.


By: L. Lewis Nix
Its: President

SECRETARY OF STATE
NOV 8 9 27 PM '98
BSR (3)

11/19/98

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