

FILTER SUPPLY AMERICA, INC.

Headquarters:
9662 Villiers Drive South
Jacksonville, Florida 32221

Mailin
P.O. Box 27
Jacksonville, Florida 32220

Regional Offices:
Bridgeport, Connecticut
Denver, Colorado

P32970

April 3, 2000

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-04/06/00--01043--018
*****35.00 *****35.00

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Please process the attached Certificate of Amendment. Enclosed is a \$35.00 filing fee. If there are any questions, you may contact me at the number below.

Thank you,


Nancy Leach

FILED
00 APR -5 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

322 970
P32 4-5-00

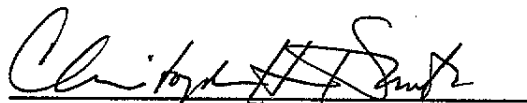
PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Filter Supply America, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware — 3. February 27, 1991
Incorporated under laws of Date authorized to do business in Florida

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? March 1, 2000
5. FSA Enterprises, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction


Signature

March 13, 2000
Date

Christopher H. Smith
Typed or printed name

Chairman
Title

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06 APR -5 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

Filter Supply America, Inc.

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Filter Supply America, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " Article 1 " so that, as amended, said Article shall be and read as follows:

The name of the corporation shall be FSA Enterprises, Inc. This change will be effective March 1, 2000.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Filter Supply America, Inc. has caused this certificate to be signed by

Christopher H. Smith an Authorized Officer,
this 13th day of March, 19 2000

By: Christopher H. Smith

Authorized Officer

Name: CHRISTOPHER H. SMITH
Print or Type

Title: Chairman

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SECRETARY OF STATE
PALM BEACH, FLORIDA