

P38257

**BOYKEN**

INTERNATIONAL  
8800 Roswell Road • Suite 270  
Atlanta, Georgia 30350-1826 • USA

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-06/30/98--01068--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 29 PM 2:11

NIC Amend

38

7/1/98

(Pursuant to s. 607.1504, F.S.)

**(1-3 MUST BE COMPLETED)**

1. \_\_\_\_\_  
Name of corporation as it appears on the records of the Department of State.

2. \_\_\_\_\_  
Incorporated under laws of

3. \_\_\_\_\_  
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? 2/2/96

5. BOYKEN INTERNATIONAL, 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

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DIVISION OF CORPORATIONS  
98 JUN 29 PM 2:11

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SECRETARY OF CORPORATIONS  
DIVISION  
98 JUN 29 PM 2:11

James A. Harrison                      6/17/98  
Signature of Chairman, Vice Chairman, President or other officer                      Date

James A. Harrison                      Chief Financial Officer  
Typed or printed name                      Title

**Secretary of State**  
**Business Information and Services**  
**Suite 315, West Tower**  
**2 Martin Luther King Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 960440535  
CONTROL NUMBER: 8100016  
EFFECTIVE DATE: 02/02/1996  
REFERENCE : 0067  
PRINT DATE : 02/13/1996  
FORM NUMBER : 611

GENE B. MCCLURE, P.C.  
133 CARNEGIE WAY NE, STE 200  
ATLANTA GA 30303

**CERTIFICATE OF NAME CHANGE AMENDMENT**

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

**BOYKEN & ASSOCIATES, INC.**  
**A DOMESTIC PROFIT CORPORATION**

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

**BOYKEN INTERNATIONAL, 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

**ARTICLES OF AMENDMENT**  
**OF**  
**BOYKEN & ASSOCIATES, INC.**

Pursuant to the Georgia Business Corporation Code, BOYKEN & ASSOCIATES, INC., a Georgia corporation, hereby adopts and submits the following Articles of Amendment:

1.

The current name of the corporation is BOYKEN & ASSOCIATES, INC. (the "Corporation") and the charter number of the Corporation is 8100016.

2.

Article I of the Articles of Incorporation is hereby amended in its entirety so that as amended it shall read as follows:

"The name of the corporation is  
BOYKEN INTERNATIONAL, INC."

3.

Article IV of the Articles of Incorporation is hereby amended in its entirety so that as amended it shall read as follows:

"The Corporation shall have authority to issue  
not more than One Million (1,000,000) shares  
of Common Stock of \$.01 par value."

4.

Article XI shall be added to the Articles of Incorporation to read as follows:

"No Director of the Corporation shall have personal liability for monetary damages to the Corporation or to its shareholders for breach of duty of care or any other duty as a Director, except (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, (iii) for the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code, or (iv) for any transaction from which the Director received an improper personal benefit."

5.

Article XII shall be added to the Articles of Incorporation to read as follows:

"Any action required by the Georgia Business Corporation Code to be taken at a meeting of the shareholders may be taken without a meeting if written consent, setting forth the

action so taken, is signed by persons who would be entitled to vote at such meeting those shares having voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action."

6.

The foregoing Amendments were duly adopted on February 1, 1996, and approved by the unanimous action of the Board of Directors and Shareholders of the Corporation in accordance with applicable provisions of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, Boyken & Associates, Inc., to be known as BOYKEN INTERNATIONAL, INC., has caused these Articles of Amendment to be executed on this 1st day of February, 1996.

BOYKEN & ASSOCIATES, INC.

By, /s/ Gene B. McClure  
Attorney

SECRETARY OF STATE  
FEB 2 1 46 PM '96  
BSR (1)