

CT CORPORATION SYSTEM

P40976

2 Oliver Street
Boston, MA 02109
Tel. 617 482 4006
Fax 617 482 2795

May 19, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300002186909--5
-05/21/97--01095--002
*****35.00 *****35.00

Re: Bettigole Andrews Clark & Killam Associates Inc.
Changed Name To: BAC Killam Inc.
Order #: 860722

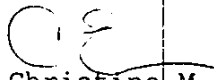
Madam or Sir:

As requested by counsel, we enclose for filing name
change amendment documents on behalf of this corporation,
together with funds in payment of the required fees.
This document should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing
cannot be effected promptly, please notify this office of
the details by calling our toll-free number: 1-800-225-
2034 Ext. 3012.

Very truly yours,


Christine M. Eastwine
Customer Specialist

/cme

Enclosure(s)

Special Instructions: THANK YOU.

Handwritten notes and signatures:
A large handwritten 'u' or 'all' is written across the right side.
Below it, there are several lines of handwritten text, including '4/21/97' and '6/17/97', and a signature.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 29, 1997

C T CORPORATION SYSTEM
% CHRISTINE EASTWINE
2 OLIVER STREET
BOSTON, MA 02109

SUBJECT: BETTIGOLE ANDREWS CLARK & KILLAM ASSOCIATES INC.
Ref. Number: P40976

We have received your document for BETTIGOLE ANDREWS CLARK & KILLAM ASSOCIATES INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 497A00029165

RECEIVED
97 JUN 16 AM 11:56
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. Bettigole Andrews Clark & Killam Associates, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: New York
3. Date authorized to do business in Florida: October 16, 1992

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?

April 11, 1997

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

BAC Killam Inc.

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

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

Martin H. Kendall
Signature
Name and Title

Martin H. Kendall, President

April 25, 1997
Date

State of New York | **ss:**
Department of State

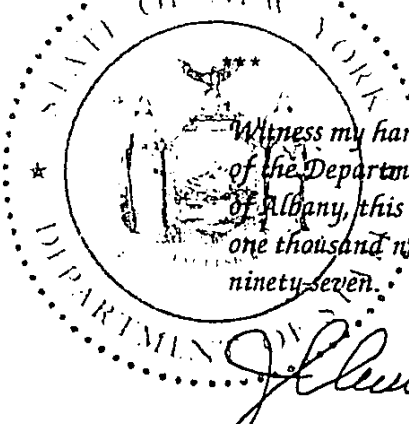
I hereby certify, that the certificate of incorporation of BAC KILLAM INC. was filed on 04/19/1910, under the name of WULFF ENGINEERING CO., fixing the duration as perpetual, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment WULFF ENGINEERING CO., changing name to ANDREWS & CLARK, INC., was filed 02/27/1959.

A Certificate of Amendment ANDREWS & CLARK, INC., changing name to BETTIGOLE ANDREWS & CLARK, INC., was filed 06/11/1992.

A Certificate of Amendment BETTIGOLE ANDREWS & CLARK, INC., changing name to BETTIGOLE ANDREWS CLARK & KILLAM ASSOCIATES INC., was filed 08/07/1995.

A Certificate of Amendment BETTIGOLE ANDREWS CLARK & KILLAM ASSOCIATES INC., changing name to BAC KILLAM INC., was filed 04/11/1997.


Witness my hand and the official seal
of the Department of State at the City
of Albany, this 12th day of May
one thousand nine hundred and
ninety-seven.

Special Deputy Secretary of State