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FILED
98 JAN 22 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (407) 843-1936
FAX (407) 843-3210

January 21, 1998

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

FEDERAL EXPRESS
AIRBILL 800151310461

Re: Marcet Ribar Ikegami Architectural Group, Inc.
Our File No. 943/9801

300002409313--7
-01/22/98--01109--004
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed herewith please find the Articles of Amendment to the Articles of Incorporation and a copy of same for the above referenced corporation, and our firm's check in the amount of \$35.00 for filing same. We are enclosing a self-addressed, stamped envelope for expeditious return of confirmation of receipt.

If you have questions regarding this matter, please do not hesitate to contact our offices immediately. Thank you for your cooperation regarding this matter.

Very truly yours,


David E. Terry

DET/sh

Enclosures

VS JAN 27 1998

B:4682

Amend. & N/C

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MARCET RIBAR IKEGAMI ARCHITECTURAL GROUP, INC.

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1. ARTICLE I of the Articles of Incorporation of MARCET RIBAR IKEGAMI ARCHITECTURAL GROUP, INC. is amended to read as follows:

"ARTICLE I - NAME

The name of the corporation is MRI ARCHITECTURAL GROUP, INC."

2. ARTICLE VI of the Articles of Incorporation of MARCET RIBAR IKEGAMI ARCHITECTURAL GROUP, INC. is amended to read as follows:

"ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issued Three Thousand Five Hundred (3,500) of One Dollar (\$1.00) par value Series 1 Voting Common Stock, and Four Thousand (4,000) of One Dollar (\$1.00) par value Series 2 Non-Voting Common Stock. The Series 2 Non-Voting Common Stock shall be entitled to all rights and benefits which accrue to the holders of the Series 1 Voting Common Stock, except that they shall not be entitled to any vote on any matters as to which a vote of shareholders of the corporation is authorized or required."

3. ARTICLE V of the Articles of Incorporation of MARCET RIBAR IKEGAMI ARCHITECTURAL GROUP, INC. is amended to read as follows:

"ARTICLE V - ~~INITIAL~~ REGISTERED OFFICE AND AGENT

The street address of the ~~initial~~ registered office of this corporation is:

320 East South Street, Suite 150
Orlando, Florida 32801

and the name of the ~~initial~~ registered agent of this corporation
is:

PETER M. IKEGAMI"

4. The following new ARTICLE X is added to the Articles of
Incorporation of MARCET RIBAR IKEGAMI ARCHITECTURAL GROUP, INC.:

"ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

If any two or more shareholders or subscribers to stock of the
corporation shall enter into an agreement abridging, limiting or
restricting the rights of any one or more of them to sell, assign,
transfer, mortgage, pledge, hypothecate, or transfer on the books
of the corporation, any or all of the stock of the corporation held
by them, and if a copy of said agreement shall be filed with the
corporation, all certificates of shares of stock subject to such
abridgements, limitations, or restrictions shall have a reference
thereto endorsed thereon by an officer of the corporation and such
stock shall not thereafter be transferred on the books of the
corporation except in accordance with the terms and provisions of
such agreement or by-law, as the case may be."

5. The foregoing amendment was adopted by the Board of
Directors and shareholders of this corporation on January 1, 1998.

6. All outstanding shares of common stock of the corporation
shall be exchanged on a one share for one share basis for new
shares of Series 1 Voting Common Stock, \$1.00 par value, bearing
the new name of the corporation as soon as such new shares shall be
available, and in any event, not later than one hundred twenty
(120) days after the date hereof.

7. At a meeting of shareholders held on the date set forth in Paragraph 5 hereof, the shareholders unanimously approved the above Amendment, and said unanimous approval is sufficient under the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment of Articles of Incorporation of MARCET RIBAR IKEGAMI ARCHITECTURAL GROUP, effective as of January 1, 1998.

MARCET RIBAR IKEGAMI
ARCHITECTURAL GROUP, INC.

(Corporate Seal)

By: *Peter M. Ikegami*
Peter M. Ikegami
President

ATTEST:
By: *John L. Ribar*
John L. Ribar, Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing was acknowledged before me on the 1st day of January, 1998 by PETER M. IKEGAMI, President of MARCET RIBAR IKEGAMI ARCHITECTURAL GROUP, INC., and executed the foregoing instrument for the purposes expressed therein and is/are either:

- personally known to me; or
- produced _____ as identification,

and did not take an oath.

Reba G. Freeman
Notary Public
Reba G Freeman
My Commission CC702828
Expires January 15, 2002

(Notarial Seal)

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of MRI ARCHITECTURAL GROUP, INC. f/k/a MARCET, RIBAR, IKEGAMI ARCHITECTURAL GROUP, INC.



PETER M. IKEGAMI