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August 28, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 AUG 29 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: VERMEER CORPORATION

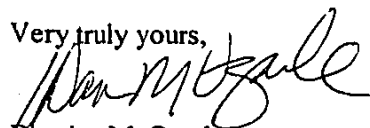
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-08/29/97-01089--001
*****35.00 *****35.00

Dear Secretary of State:

Enclosed are duplicate originals of Articles of Amendment to Articles of Incorporation of VERMEER CORPORATION, along with this firm's check in the amount of \$35.00 for the filing of same.

We request that you forward a certified copy of the Articles of Amendment once same is properly recorded. Thanking you in advance, I am,

Very truly yours,


Damian M. Ozark

DMO/dmo
enclosures
cc: Margaret M. Cline
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V8 SEP 10 1997

Amend

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
VERMEER CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Chapter 607 of the Florida Statutes and the By-Laws of this corporation, Article IV of the Corporation's Articles of Incorporation are hereby amended to read as follows:

ARTICLE IV

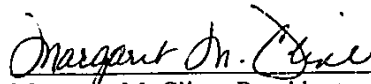
Capital Stock

This corporation is authorized to issue Thirty Thousand (30,000) shares of One Dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

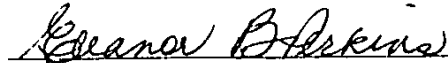
This corporation is also authorized to issue Three Thousand (3,000) shares of One Hundred Dollar (\$100) par value voting preferred stock, which may be fractional shares. Each share of preferred stock shall be cumulative and shall receive distributions in the form of dividends at the rate of 10%. All shares of preferred stock shall also be non-participating and callable at 105% of par value.

The number of shareholder votes cast for this amendment is sufficient for approval of this amendment to the Articles of Incorporation.

The date of adoption of this Amendment is August 30, 1994.



Margaret M. Cline, President and
Chairperson of the Board of Directors



Eleanor Perkins, Secretary of Corporation
and Board of Directors