

FRED B. SHARE, Attorney at Law

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REPLY TO:
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December 21, 1999

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*****35.00 *****35.00

Florida Department of State
Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Harty Manufacturing, Engineering & Design, Inc.

Dear Sirs:

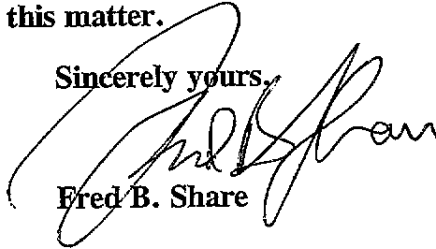
In connection with the above-referenced corporation enclosed please find the following:

1. Articles of Amendment.
2. Check for \$35.00

Kindly file the above and forward to the undersigned a certificate of the name change to The Foundry, Inc.

Thank you for your attention to this matter.

Sincerely yours,


Fred B. Share

FBS/bkn
Enclosures

FILED
00 JAN 18 11 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of Harty Manufacturing, Engineering & Design, Inc., a Florida corporation, filed in Tallahassee on November 3, 1993, be and they hereby are amended in the following particulars:

Article One be and is hereby amended to read as follows: "The name of the corporation is: "THE FOUNDRY, INC."

2. The foregoing amendment was adopted by the directors of the corporation on the 31st day of December, 1999.

3. The amendment was adopted by the Board of Directions without shareholder action and shareholder action was not required.

Clarise Harty
Secretary Clarise Harty

Edward C. Jordan
President Edward Jordan

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared _____ and _____, known to me to the persons who executed the foregoing Articles of Amendment and they acknowledged before me that they executed such instrument for the purposes therein state.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of December, 1999.

Jan. 2000

Billie K. Nankivell
Notary Public
State of Florida at Large

My commission expires:



Billie K. Nankivell
MY COMMISSION # CC595027 EXPIRES
November 2, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
JAN 18 PM 12:00
TALLAHASSEE, FLORIDA