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PLEASE REPLY TO:
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February 2, 1998

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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to the Articles of Incorporation of Interpose, Inc.

Gentlemen:

Enclosed is the original and a copy of the Articles of Amendment to the Articles of Incorporation of Interpose, Inc., together with a check for \$87.50 to cover the filing fee and certified copy fee.

Once the Articles of Amendment to the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr
Enclosures

cc: Thomas Pisello
Maria A. Gulluni, Esquire

[E:\WPW\1352-06\ART-AMD\LTR]

N/C Amend

See 2/6

FILED
98 FEB -5 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF INTERPOSE, INC.

FILED
98 FEB -5 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is INTERPOSE, INC. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution amending Article 1 of the Articles of Incorporation by written consent dated January 30, 1998 in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolution amending Article 1 of the Articles of Incorporation by written consent dated January 30, 1998, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution amending Article 1 of the Articles of Incorporation:

RESOLVED, that Article 1 of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

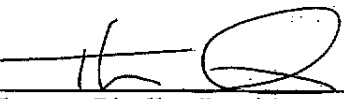
"ARTICLE 1 - Name. The name of this Corporation shall be T
P LIQUIDATING CORPORATION"

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated January 30, 1998.

INTERPOSE, INC.

By: 
Thomas Pisello, President