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ELH97-100

March 31, 1997

Secretary of State
Division of Corporations
Post Office Box 6237
Tallahassee, Florida 32314

Re: Bay Consulting of Tampa, Inc.
Name Change

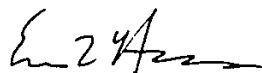
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*****70.00 *****35.00

Dear Sir or Madam:

Enclosed are the original Articles of Amendment to the Articles of Incorporation of Bay Consulting of Tampa, Inc. changing the name of the Corporation to **Bay Systems, Inc.** and a Notice of Transfer waiving the Reservation of the use of the name Bay Systems, Inc. (Reservation Number R97000001306) which was filed on behalf of Draughon Professional Association on March 19, 1997. Also enclosed is a check for \$70.00 to cover the filing fee for each of these documents.

If you should have any questions, please do not hesitate to contact me.

Sincerely,



Eric L. Hearn

SH 4/8

ELH/mjd

Enclosures
c: Patricia Wunderlin

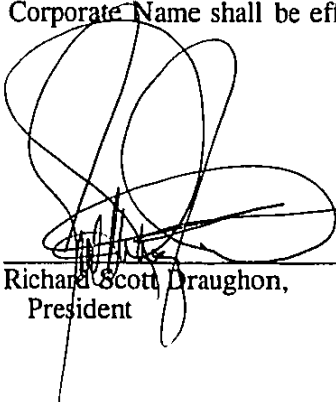
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTICE OF TRANSFER
OF RESERVED CORPORATE NAME
TO BAY CONSULTING OF TAMPA, INC.

Pursuant to the Florida Business Corporation Act, the undersigned, as President of Draughon Professional Association ("Corporation"), hereby files this Notice of Transfer of Reserved Corporate Name.

- (1) Name: The reserved name, Bay Systems, Inc., (Reservation Number R97000001306) which was reserved with your office on March 19, 1997, is hereby transferred to Bay Consulting of Tampa, Inc.

This Notice of Transfer of Reserved Corporate Name shall be effective as of March 27, 1997.



Richard Scott Draughon,
President

BAY.001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
BAY CONSULTING OF TAMPA, INC.

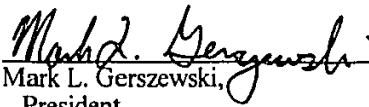
Pursuant to the Florida Business Corporation Act, BAY CONSULTING OF TAMPA, INC. ("Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

- (1) Article I: Name of the Articles of Incorporation of the Corporation filed with the Secretary of State of the State of Florida on February 23, 1994 is hereby amended to read as follows:

The name of the Corporation is Bay Systems, Inc.

- (2) The amendment to Article I: Name of the Articles of Incorporation of the Corporation as set forth above was unanimously adopted by the Board of Directors and Shareholders as of March 17, 1997.

IN WITNESS WHEREOF, the Corporation has affixed the seal of the Corporation hereto and executed this certificate as set forth below.


Mark L. Gerszewski,
President

BTC.017

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA