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ACCOUNT NO. : 072100000032

REFERENCE : 618628 7110325

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 2, 1997

ORDER TIME : 11:11 AM

ORDER NO. : 618628-005

CUSTOMER NO: 7110325

CUSTOMER: Gary Berkson, Esq
Wilder & Berkson
1132 Symonds Avenue

Winter Park, FL 32789

FILED
97 DEC -2 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-12/02/97--01071--011
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: VICTOR CHAPMAN, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
97 DEC -2 PM 1:20
DIVISION OF CORPORATION

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

NCAM
DEC 12 3

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
VICTOR CHAPMAN, INC.**

TO: Florida Department of State

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

1. The name of the corporation is presently VICTOR CHAPMAN, INC..

2. The following amendments to the Articles of Incorporations are adopted:

a. Article 1 is amended to read as follows:

The name of the Corporation is CHAPMAN-WALTERS, INC.

b. Article 3 is amended to read as follows:

The address of the principal office of the Corporation is 3732A St. John Ct., Park Place, Wilmington, NC 28403 and the mailing address is P.O. Box 2395, Wilmington, NC 28402.

c. Article 10 is amended to read as follows:

The street address of the registered office of this corporation is 1132 Symonds Avenue, Winter Park, FL 32789 and the name of the registered agent of this corporation at that address is GARY M. BERKSON.

3. Pursuant to Section 607.1003(6), the foregoing amendment was adopted by the Shareholders of the Corporation without an act of the Directors and the number of votes cast for the amendment by the Shareholders was sufficient for approval.

4. The date of each amendments adoption was November 1, 1997.

Dated: 20th November 1997

WITNESSES

RON SANDS
59 NORTH HILL
COLCHESTER
ESSEX CO1 1QF
DX 3618

Constance J. Carter

VICTOR CHAPMAN, INC.

By:

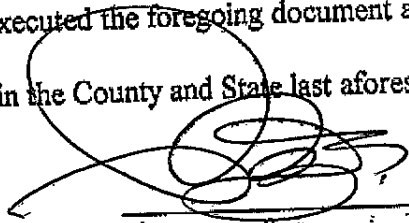
[Signature]
VICTOR CHAPMAN, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF ENGLAND
COUNTY OF ESSEX

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared VICTOR CHAPMAN as President of VICTOR CHAPMAN, INC. and who executed the foregoing document and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of November, 1997.



Signature of Commissioner for Oaths
My commission expires: 30th August 1998

RON SANDS
59 NORTH HILL
COLCHESTER
ESSEX CO1 1QF
DX 3618

 Personally known OR
 X Produced identification

Type of identification produced:
BRITISH PASSPORT

**CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT**

CHAPMAN-WALTERS, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. CHAPMAN-WALTERS, INC., having filed its Articles of Amendment to the Articles of Incorporation in accordance with laws of the State of Florida with its new registered office, as indicated in the Articles of Amendment, at 1132 Symonds Avenue, Florida 32789, has named GARY M. BERKSON whose business office is located at 1132 Symonds Avenue, Winter Park, County of Orange, State of Florida, its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been designated as the Registered Agent and to accept service of process for CHAPMAN-WALTERS, INC., I hereby accept the designation and agree to act as the Registered Agent of said corporation. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties as Registered Agent, and I am familiar with and accept the obligations of such position.


GARY M. BERKSON

Dated: December 1, 1997.

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TALLAHASSEE, FLORIDA