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THE UNITED STATES
CORPORATION
COMPANY

RECEIVED

98 OCT 15 PM 12:10

ACCOUNT NO. : 072100000032

DIVISION OF CORPORATION

REFERENCE : 995569 4311863

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 35.00

ORDER DATE : October 14, 1998

ORDER TIME : 11:24 AM

ORDER NO. : 995569-005

CUSTOMER NO: 4311863

CUSTOMER: Ms. Kathleen Kirchner
Blank Rome Comisky & Mccauley
One Logan Square

400002664614--7

Philadelphia, PA 19103

DOMESTIC AMENDMENT FILING

NAME: SPILLER & REEVES RESEARCH
ASSOCIATES, 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

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED
98 OCT 15 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 10/15

ARTICLES OF AMENDMENT

OF

SPILLER & REEVES RESEARCH ASSOCIATES, INC. 98

(BY VOTE OF SHAREHOLDERS, OR BY INCORPORATORS, OR THE BOARD
OF DIRECTORS WITHOUT SHAREHOLDER ACTION)

FILED

OCT 15 PM 3:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION ACT, THE
UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST: THE NAME OF THE CORPORATION IS SPILLER & REEVES
RESEARCH ASSOCIATES, INC.

SECOND: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE AMENDED
BY CHANGING THE ARTICLE NUMBERED " FIRST" SO THAT, AS AMENDED, SAID ARTICLE
SHALL READ AS FOLLOWS:

THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS
OF SECTION 607.0401 IS SPILLER RESEARCH GROUP, INC.

*THIRD: A) THE AMENDMENT(S) PROVIDE(S) FOR (CHOOSE ALL THAT APPLY): (AN
EXCHANGE, RECLASSIFICATION, OR CANCELLATION) OF ISSUED SHARES.

NOT APPLICABLE

B) PROVISIONS FOR IMPLEMENTING THE AMENDMENT(S), NOT CONTAINED IN THE
AMENDMENT(S) ITSELF (THEMSELVES), ARE AS FOLLOWS:

NOT APPLICABLE

FOURTH: THE AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE CORPORA-
TION SET FORTH ABOVE WAS ADOPTED ON THE 25th DAY OF February, 1998

**FIFTH: PRIOR TO THE ISSUANCE OF SHARES, THE AMENDMENT(S) WAS (WERE) ADOPTED BY THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

NOT APPLICABLE

**FIFTH: A) THE AMENDMENT(S) WAS (WERE) APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) BY THE SHAREHOLDERS WAS SUFFICIENT FOR APPROVAL. ~~*AND B) TWO OR MORE DESIGNATED VOTING GROUPS WERE ENTITLED TO VOTE ON THE AMENDMENT(S) AS FOLLOWS:~~

VOTING GROUP DESIGNATION

	NO. OF SHARES ENTITLED TO VOTE	NO. OF SHARES VOTED IN FAVOR	NO. OF SHARES VOTED AGAINST
<u>CLASS</u>	<u>NOT APPLICABLE</u>		

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) BY THE SHAREHOLDERS IN EACH VOTING GROUP WAS SUFFICIENT FOR APPROVAL BY THAT VOTING GROUP.

SIGNED THIS 25th DAY OF February, 19 98

SPILLER & REEVES RESEARCH ASSOCIATES, INC.
(NAME OF CORPORATION)

BY X Thomas A. Bershad
*** (CHAIRMAN, VICE CHAIRMAN, PRESIDENT OR
OTHER OFFICER)

THOMAS A. BERSHAD
NAME

PRESIDENT
TITLE

**(USE ONE OF THE FOLLOWING ARTICLES AS ARTICLE 5)

***IF THE AMENDMENT IS MADE BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION, THE ARTICLES OF AMENDMENT SHALL BE EXECUTED BY AN INCORPORATOR OR DIRECTOR, AS THE CASE MAY BE, APPROVING THE AMENDMENT.