

Law Offices

HOLLAND & KNIGHT LLP

50 North Laura Street, Suite 3900
P.O. Box 52687 (ZIP 32201-2687)
Jacksonville, Florida 32202

904-353-2000
FAX 904-358-1872

Atlanta
Boca Raton
Fort Lauderdale
Jacksonville
Lakeland
Miami
New York

Orlando
San Francisco
St. Petersburg
Tallahassee
Tampa
Washington, D.C.
West Palm Beach

March 11, 1998

JO ELLEN BALLINGER
LEGAL ASSISTANT
904-798-5413

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

900002457219--1
-03/13/98--01113--006
*****35.00 *****35.00

Re: FACS Managament, Inc.

Gentlemen:

I enclose the original and one photocopy of Articles of Amendment to Articles of Incorporation of the above-referenced corporation, to be filed by the Department of State. A check for \$35.00 is enclosed representing the filing fees in this matter.

Please return a stamped copy of the filed document to the following address:

Jo Ellen Ballinger, Legal Assistant
Holland & Knight LLP
P. O. Box 52687
Jacksonville, FL 32201-2687

Very truly yours,

HOLLAND & KNIGHT LLP

Jo Ellen Ballinger

Jo Ellen Ballinger
Legal Assistant

FILED
98 MAR 13 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

cc: Richard G. Boswinkle, Esq.

JAX1-291934
343267-16051

Amend

Jo 3/17

FAX AUDIT NUMBER:

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FACS MANAGEMENT, INC.

FILED
98 MAR 13 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles IV and VI of the Articles of Incorporation of FACS MANAGEMENT, INC. (the "Corporation") were amended and Article VIII of the Articles of Incorporation of the Corporation was added by the Corporation's sole director on March 9, 1998. The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to F.S. 607.1005.

1. The name of the corporation is FACS MANAGEMENT, INC.
2. Article IV of the Articles of Incorporation of the Corporation was deleted in its entirety and restated as follows:

"ARTICLE IV - CAPITAL

The Corporation is authorized to issue a total of 30,000 shares of all classes of stock, consisting of (i) 20,000 shares of Class A Voting Common Stock and (iii) 10,000 shares of Class B Non-Voting Common Stock, all of which shall have a par value of \$0.001 per share. The shares of Class A Voting Common Stock and Class B Non-Voting Common Stock shall be equal in all respects except the holders of shares designated as Class B Non-Voting Common Stock shall not be entitled to any voting privileges."

3. Article VI of the Articles of Incorporation of the Corporation was deleted in its entirety and restated as follows:

"ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1) and the name and address of the person who is to serve as a member thereof is:

<u>Name</u>	<u>Address</u>
James O. Hamilton, III	315 Littleton Road Chelmsford, MA 01824

FAX AUDIT NUMBER:
Richard G. Boswinkle, Esq.
Fla. Bar No.: 974950
One Independent Drive, Suite 2000
Jacksonville, Florida 32202
(904) 354-4141

FAX AUDIT NUMBER:

The number of Directors may be increased or decreased from time to time by amendment to these Articles of Incorporation or the Bylaws only by an affirmative vote of the shareholders. Whenever a vacancy occurs on the Board of Directors of this Corporation, including a vacancy resulting from an increase in the number of Directors, it may only be filled by an affirmative vote of the shareholders."

4. The following Article VIII was added to the Articles of Incorporation of the Corporation:

"ARTICLE VIII - AMENDMENT OF BYLAWS

The shareholders exclusively reserve the authority to amend the Bylaws of the Corporation."

5. The foregoing amendments to Articles of Incorporation were duly adopted by the board of directors on March 9, 1998.

6. The foregoing amendment to Articles of Incorporation was adopted by the board of directors without shareholder action and the amendment did not require shareholder action.

IN WITNESS WHEREOF, the undersigned Director of this corporation has executed these Articles of Amendment on this 9th day of March, 1998.


James O. Hamilton, III
Sole Director

JAXN-73747

FAX AUDIT NUMBER:
Richard G. Boswinkle, Esq.
Fla. Bar No.: 974950
One Independent Drive, Suite 2000
Jacksonville, Florida 32202
(904) 354-4141