



Tomorrow's Opportunities TodaySM

P 95 000 032838

March 23, 2000

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

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-03/27/00-01141--006
****35.00 ****35.00

Dear Sir or Madame:

Here enclosed are an original and a copy of the Articles of Amendment to Articles of Incorporation of The RC&A Group, Inc.

Please return a filed stamped copy to me at the office address listed below.

Thank you for your attention to this matter.

Sincerely,

Linda Batdorf
Linda Batdorf
Senior Vice President

FILED
00 MAR 27 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
4-6-00
BMS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
00 MAR 27 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE RC & A GROUP, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I NAME OF THE ARTICLES OF INCORPORATION:
THE NAME OF THE CORPORATION SHALL BE:
INTERCAP, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NOT APPLICABLE

THIRD: The date of each amendment's adoption: MAR 23, 2000

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 23RD day of MARCH, 2000.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ROBERT CEFAL
Typed or printed name

CHAIRMAN OF THE BOARD OF DIRECTORS
Title