

P95000040676

DORAN, WALTERS, ROST & WOLFE

ATTORNEYS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

CAROLYN S. ANSAY
THEODORE R. DORAN
SCOTT R. ROST
LAWRENCE G. WALTERS
AARON R. WOLFE

FIRST UNION TOWER
444 SEABREEZE BOULEVARD
SUITE 800
DAYTONA BEACH, FLORIDA 32118

PLEASE REPLY TO:
POST OFFICE DRAWER 15110
DAYTONA BEACH, FLORIDA 32115
(904) 253-1111
FAX (904) 253-4260

OF COUNSEL
DAVID A. WASSERMAN

December 18, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

8000002379458--1
-12/22/97--01112--004
*****35.00 *****35.00

Re: INNCON AMERICA, INC.

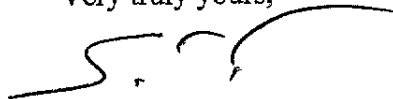
Gentlemen:

Enclosed herewith is the original Articles of Amendment to Articles of Incorporation for the above-named Florida Corporation together with our firm's check in the amount of \$35.00 to cover the cost of the Filing Fee.

Kindly acknowledge receipt of said document(s) by placing your date stamp on the enclosed copy of this correspondence and returning same to the undersigned in the pre-addressed stamped envelope provided for your use.

Thank you for your cooperation in this matter.

Very truly yours,



Scott R. Rost

SRR/ser
Enclosure

FILED
97 DEC 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
HFS
1-5-98

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
INNCON AMERICA, INC.**

FILED
97 DEC 22 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Inncon America, Inc. ("Corporation"), pursuant to §607.1006, *Fla.Stat.* (1995), by and through its undersigned Board of Directors and Shareholders, files these Articles of Amendment, as follows:

1. The name of the corporation is INNCON AMERICA, INC.
2. The text of the amendments, which shall, respectively, supersede and replace existing Article IV and Article IX of the corporation's previously filed Articles of Incorporation, are as follows:

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue two thousand five hundred (2,500) common shares of stock at par value of \$1.00 per share.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL
REGISTERED OFFICE & AGENT**

The address of this corporataion's principal office shall be: 527 N. Semoran Boulevard, Orlando, Florida 32807.

The name of the individual who shall serve as this corporation's initial registered agent at the following address is: Lawrence G. Walters, Esquire, 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118.

3. The amendments adopted do not provide for an exchange, reclassification or cancellation of issued shares.
4. The amendments were adopted December 17, 1997.

Articles Of Amendment to Articles of Incorporation
INNCON AMERICA, INC.

5. The amendments were adopted by the Board of Directors and the Shareholders of the corporation.

6. The amendments were approved by the shareholders, and the number of votes cast for the amendments by the shareholders were sufficient for approval. Only one voting group voted on the amendments, to wit: common shares.

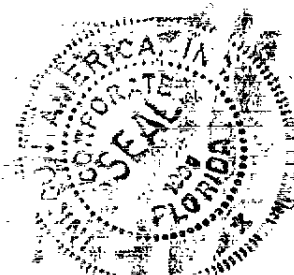
Executed and transmitted for filing to the Florida Department of State this 17th day of December, 1997.

In witness whereof, these Articles Of Amendment are being executed and filed, by the authorized corporate officer, on behalf of **INNCON AMERICA, INC.**



Sean F. McCabe
President, Sole Shareholder and Sole Director

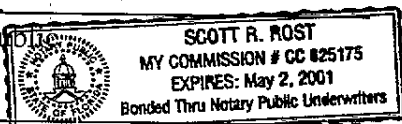
(CORP. SEAL)



State Of FLORIDA
County Of VOLUSIA

On 12/17/97, the above named corporate officer of **INNCON AMERICA, INC.**, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Amendment To The Articles Of Incorporation Of **INNCON AMERICA, INC.**

Notary Public



(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

Articles Of Amendment to Articles of Incorporation
INNCON AMERICA, INC.