

1201 HAYS STREET
TALLAHASSEE, FL 32301
TEL: 904-224-1111
FAX: 904-224-1111

800-142-8086

CSC network
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 652535 9052A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : August 2, 1995

ORDER TIME : 9:44 AM

ORDER NO. : 652535

CUSTOMER NO: 9052A

CUSTOMER: Robert W. Darnell, esq
DAVIS PERSSON SMITH & DARNELL

Suite 406
2033 Main Street
Sarasota, FL 34237

8000001551078
-00002205-01003-017
***122.50 ***122.50

DOMESTIC FILING

NAME: CADMOLD INDUSTRIES OF
SARASOTA, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN

AUG - 2 1995

FILED
95 AUG - 2 PM 3:35
SECTION 1
TALLAHASSEE, FL 32301

Davis, Persson, Smith & Darnell

Attorneys and Counselors At Law
A Partnership of Professional Associations
2033 Main Street, Suite 406
Sarasota, Florida 34237
Telephone (941) 365-4950
Facsimile (941) 365-3259

David D. Davis*
David P. Persson*
Kevin P. Smith
Robert W. Darnell
Barbara B. Levin
Barry R. Lewis, Jr.

Robert P. Rosin
Of Counsel

* Also licensed to practice in Illinois
* Qualified in Administrative and Governmental Law under
the Florida Designation Plan
Also licensed to practice in Louisiana and Massachusetts

August 1, 1995

1265-3

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Cadmold Industries of Sarasota, Inc.

Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of Incorporation for the above referenced Corporation, together with a check in the amount of \$122.50 to cover the following:

Filing of the Articles	\$35.00
Certified Copy of the Articles	52.50
Registered Agent	35.00

We would appreciate your returning to us the certified copy of the Articles of Incorporation via the CIS COURIER.

DAVIS, PERSSON, SMITH & DARNELL

By: 

Robert W. Darnell

RWD:cw
Enclosures

ARTICLES OF INCORPORATION
OF
CADMOLD INDUSTRIES OF SARASOTA, INC.

FILED
95 JUN -2 PM 3:35
SEC. 1
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

CADMOLD INDUSTRIES OF SARASOTA, INC.

ARTICLE II - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding is One Hundred Thousand (100,000) Common Shares having a par value of \$.01. Said shares shall consist of One Thousand (1,000) shares of Class A, voting common stock, and Ninety-Nine Thousand (99,000) shares of Class B, non-

voting common stock. There shall be no preferences or limitations as to either class of stock, and each class of stock shall have the same equity rights in the Corporation.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 6467 Parkland Drive, Sarasota, Florida 34243.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 6467 Parkland Drive, Sarasota, Florida 34243 and the registered agent at such office is Harry W. Britt.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Harry W. Britt
6467 Parkland Drive
Sarasota, FL 34243

ARTICLE VIII - SHAREHOLDER'S PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights and each holder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional

shares) to purchase any unissued or treasury shares of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE IX - AMENDMENT

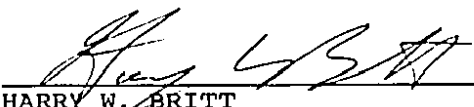
These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE X - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Harry W. Britt
6467 Parkland Drive
Sarasota, FL 34243

The undersigned has executed these Articles this 3/15
day of JULY, 1995.

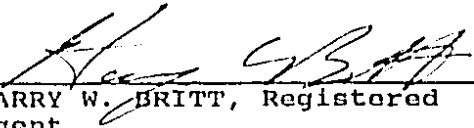

HARRY W. BRITT

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for CADMOLD INDUSTRIES OF SARASOTA, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date

7/31/95


HARRY W. BRITT, Registered
Agent

FILED
95 AUG -2 PM 3:35
CLERK OF COURT
SARASOTA COUNTY
FLORIDA

120 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0071
FAX 904-222-1141

800-342-8086

P95000059738

CSC networks
PREMIER RAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 073100000032

REFERENCE : 672415 9052A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : August 31, 1995

ORDER TIME : 9:33 AM

ORDER NO. : 672415

CUSTOMER NO: 9052A

CUSTOMER: Robert W. Darnell, esq
Davis Perason Smith & Darnell
Suite 406
2033 Main Street
Sarasota, FL 34237

ARTICLES OF MERGER

CADMOLD, INC.
CADMOLD PLASTICS, INC.

INTO

CADMOLD INDUSTRIES OF
SARASOTA, INC.

7000001582327
-09/12/95--01059--003
157.50

FILED
95 AUG 31 PM 1:22
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11/11/01 BY 60322

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: _____

P95000059738

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

CADMOLD, INC., a Florida corporation K26278

CADMOLD PLASTICS, INC., a Florida corporation P94000015715

INTO

CADMOLD INDUSTRIES OF SARASOTA, INC., a Florida corporation,
P95000059738

File date: August 31, 1995

Corporate Specialist: Annette Hogan

Davis, Persson, Smith & Darnell

Attorneys and Counselors At Law
A Partnership of Professional Associations
2033 Main Street, Suite 406
Sarasota, Florida 34237
Telephone (941) 365-4950
Facsimile (941) 365-3259

Robert P. Rosin
Of Counsel

David D. Davis*
David P. Persson
Kevin P. Smith
Robert W. Darnell
Barbara B. Levin
Barry R. Lewis, Jr.

* Also licensed to practice in Illinois
* Qualified in Administrative and Governmental Law under
the Florida Designation Plan
Also licensed to practice in Louisiana and Massachusetts

August 30, 1995

1265-3

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Cadmold, Inc., Cadmold Plastics, Inc. and
Cadmold Industries of Sarasota, Inc.

Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of
Merger for the above referenced Corporations, together with a
check in the amount of \$157.50 to cover the following:

Filing of the Articles	\$105.00
Certified Copy of the Articles	52.50

We would appreciate your returning to us the certified copy
of the Articles of Merger via the CIS COURIER.

DAVIS, PERSSON, SMITH & DARNELL

By: 

Robert W. Darnell

RWD:cw
Enclosures

STATE OF FLORIDA
ARTICLES OF MERGER
AND
AGREEMENT AND PLAN OF REORGANIZATION AND MERGER
OF
CADMOLD, INC.
A Florida Corporation
AND
CADMOLD PLASTICS, INC.
A Florida Corporation
INTO
CADMOLD INDUSTRIES OF SARASOTA, INC.
A Florida Corporation

**Pursuant to Chapter 607 of the
Florida Business Corporations Act**

FILER:

Robert W. Darnell, Esq.
DAVIS, PERSSON, SMITH & DARNELL
2033 Main Street, Suite 406
Sarasota, FL 34237
(941) 365-4950

ARTICLES OF MERGER
OF
CADMOLD, INC.
A Florida Corporation

AND

CADMOLD PLASTICS, INC.
A Florida Corporation

INTO

CADMOLD INDUSTRIES OF SARASOTA, INC.
A Florida Corporation

Pursuant to Chapter 607 of the
Florida Business Corporations Act

The undersigned, as officers of CADMOLD, INC. and CADMOLD PLASTICS, INC., corporations organized and existing under the laws of the State of Florida (hereinafter collectively referred to as "First Party"), and CADMOLD INDUSTRIES OF SARASOTA, INC., a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "Second Party"), hereby certify that:

1. Special meetings of the Shareholders and Board of Directors of CADMOLD, INC. and CADMOLD PLASTICS, INC. were held on August 17, 1995, after proper notice, for the purpose of adopting an Agreement and Plan of Reorganization and Merger as between First Party and Second Party, with Second Party being the surviving corporation. Further, a unanimous written consent of the

FILED
95 AUG 31 PM 1:22
CLERK OF DISTRICT COURT
SARASOTA, FLORIDA

Shareholders and Board of Directors of CADMOLD INDUSTRIES OF SARASOTA, INC. was executed on August 17, 1995 adopting an Agreement and Plan of Reorganization and Merger as between First Party and Second Party, with Second Party being the surviving corporation.

2. The name of the surviving corporation is CADMOLD INDUSTRIES OF SARASOTA, INC., and it is to be governed by the laws of the State of Florida.

3. First Party, CADMOLD, INC., is a corporation organized and existing under the laws of the State of Florida, having been incorporated on June 15, 1988.

4. First Party, CADMOLD PLASTICS, INC., is a corporation organized and existing under the laws of the State of Florida, having been incorporated on February 28, 1994.

5. Second Party is a corporation organized and existing under the laws of the State of Florida, having been incorporated on August 2, 1995.

6. The laws of the State of Florida under which Second Party is organized permit such a merger.

7. There are no changes in the Articles of Incorporation of the surviving corporation.

8. The Agreement and Plan of Reorganization and Merger attached hereto is a true and correct copy and was adopted and approved by the Board of Directors and by the Shareholders of First Party in the manner prescribed by the laws of the State of Florida, and was adopted and approved by the Board of Directors and

Shareholders of Second Party in the manner prescribed by the laws of the State of Florida.

9. First Party, CADMOLD, INC., has 100 shares of common stock outstanding. First Party, CADMOLD PLASTICS, INC., has 500 shares of common stock outstanding. Second Party has 100,000 shares of common stock outstanding. All of said outstanding shares that are entitled to vote, voted for the Agreement and Plan of Reorganization and Merger.

10. On the effective date of the Merger, all rights and respects of the Shareholders of First Party in the common stock of First Party shall be canceled forthwith, and the certificates representing such shares shall be surrendered and canceled.

IN WITNESS WHEREOF, the corporate parties hereto have caused these Articles of Merger to be executed by the duly authorized officers this 30 day of Aug, 1995.

CADMOLD, INC., A Florida Corporation

By: Harry W. Britt
Harry W. Britt, President

By: Michael W. Britt
Michael W. Britt, Secretary

CADMOLD PLASTICS, INC., A Florida Corporation

By: [Signature]
Harry W. Britt, President

By: [Signature]
Michael W. Britt, Secretary

CADMOLD INDUSTRIES OF SARASOTA, INC.,
A Florida Corporation

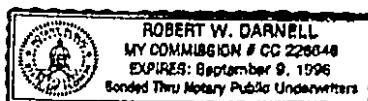
By: [Signature]
Harry W. Britt, President

By: [Signature]
Michael W. Britt, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

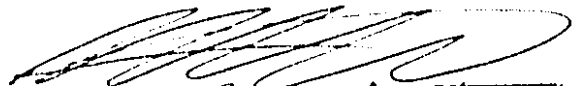
I hereby certify that on the 30 day of August,
1995, before me personally appeared HARRY W. BRITT and MICHAEL W.
BRITT, President and Secretary of CADMOLD, INC., a Florida
corporation, to me known to be the persons described in and who
executed the foregoing Articles of Merger and acknowledged the
execution thereof to be their free act and deed as such officers,
on behalf of the Corporation.

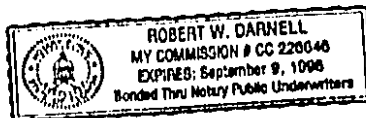
[Signature]
Print Name Robert W. Darnell
Notary Public, State of Florida
My commission expires:



STATE OF FLORIDA
COUNTY OF SARASOTA

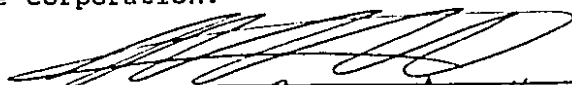
I hereby certify that on the 30 day of August, 1995, before me personally appeared HARRY W. BRITT and MICHAEL W. BRITT, President and Secretary of CADMOLD PLASTICS, INC., a Florida corporation, to me known to be the persons described in and who executed the foregoing Articles of Merger and acknowledged the execution thereof to be their free act and deed as such officers, on behalf of the Corporation.


Print Name Robert W. Darnell
Notary Public, State of Florida
My commission expires:



STATE OF FLORIDA
COUNTY OF SARASOTA

I hereby certify that on the 30 day of August, 1995, before me personally appeared HARRY W. BRITT and MICHAEL W. BRITT, President and Secretary of CADMOLD INDUSTRIES OF SARASOTA, INC., a Florida corporation, to me known to be the persons described in and who executed the foregoing Articles of Merger and acknowledged the execution thereof to be their free act and deed as such officers, on behalf of the Corporation.


Print Name Robert W. Darnell
Notary Public, State of Florida
My commission expires:



AGREEMENT AND PLAN OF REORGANIZATION AND MERGER

OF

CADMOLD INDUSTRIES OF SARASOTA, INC.
A Florida Corporation

and

CADMOLD, INC.
A Florida Corporation

and

CADMOLD PLASTICS, INC.
A Florida Corporation

THIS AGREEMENT is made and entered into this 30 day of Aug, 1995, by and between CADMOLD INDUSTRIES OF SARASOTA, INC., a Florida corporation, hereinafter referred to as "First Party", and CADMOLD, INC. and CADMOLD PLASTICS, INC., Florida corporations, hereinafter collectively referred to as "Second Party".

W I T N E S S E T H :

WHEREAS, First Party is a corporation organized and existing under the laws of the State of Florida, having been incorporated on August 2, 1995; and

WHEREAS, Second Party, CADMOLD, INC., is a corporation organized and existing under the laws of the State of Florida, having been incorporated on June 15, 1988; and

WHEREAS, Second Party, CADMOLD PLASTICS, INC., in a corporation organized and existing under the laws of the State of Florida, having been incorporated on February 28, 1994; and

WHEREAS, First Party has authorized capital stock consisting of 100,000 shares of common stock, having a par value of \$.01 per share, of which 100,000 shares are issued and outstanding; and

WHEREAS, the registered office of the First Party is located at 6467 Parkland Drive, Sarasota, Florida 34243 and Harry W. Britt is the agent in charge thereof upon whom process against the First Party may be served within the State of Florida; and

WHEREAS, Second Party, CADMOLD, INC., has authorized capital stock consisting of 7,500 shares of common stock, par value \$1.00 per share, of which 100 shares are issued and outstanding; and

WHEREAS, Second Party, CADMOLD PLASTICS, INC., has authorized capital stock consisting of 500 shares of common stock, par value \$1.00 per share, of which 500 shares are issued and outstanding; and

WHEREAS, the registered office of Second Party, CADMOLD, INC., is located at 6968 Country Lakes Circle, Sarasota, Florida 34243, and Harry W. Britt is the agent in charge thereof upon whom process against Second Party, CADMOLD, INC., may be served within the State of Florida; and

WHEREAS, the registered office of Second Party, CADMOLD PLASTICS, INC., is located at 6968 Country Lakes Circle, Sarasota, Florida 34243, and Harry W. Britt is the agent in charge thereof

upon whom process against Second Party, CADMOLD, INC., may be served within the State of Florida; and

WHEREAS, the Boards of Directors of the First Party and of the Second Party, respectively, deem it advisable and generally to the advantage and welfare of the corporate parties and their respective shareholders that the Second Party merge with the First Party under the terms and conditions hereinafter set forth, such merger to be effected pursuant to the laws of the State of Florida.

Now, therefore, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto, as follows:

1. Plan of Reorganization. This Agreement constitutes a Plan of Reorganization to be carried out in the manner, on the terms, and subject to the conditions herein set forth and is intended to qualify as a tax-free reorganization within the meaning of Internal Revenue Code Section 368(a)(1)(A).

2. Merger. The Second Party shall be and it hereby is merged into the First Party and the First Party shall be the surviving corporation.

3. Effective Date. This Agreement shall become effective on August 31, 1995, hereinafter called the Effective Date, in compliance with the laws of the State of Florida.

4. Surviving Corporation. The First Party shall be the surviving corporation, and shall continue to be governed by the laws of the State of Florida. The separate existence of the Second

Party shall cease upon the effective date of the Merger, and the existence of First Party shall continue unaffected and unimpaired by the Merger, with all rights, privileges, immunities and powers intact and subject to all the duties, obligations and liabilities of a Florida corporation organized under the laws of the State of Florida.

5. Name. The name of First Party, the surviving corporation, shall not be changed, but shall continue to be CADMOLD INDUSTRIES OF SARASOTA, INC. The address of the registered office shall be 6467 Parkland Drive, Sarasota, Florida 34243 and the agent upon whom process may be served at that address shall be Harry W. Britt.

6. Outstanding Stock. On the effective date of the Merger, all rights and respects of the Shareholders of Second Party in the common stock of Second Party shall be canceled forthwith, and the certificates representing such shares shall be surrendered and canceled.

7. Certificate of Incorporation. The Articles of Incorporation of First Party shall be the Articles of Incorporation of the Surviving Corporation following the effective date of the merger, until the same shall be altered or amended.

8. Bylaws. The Bylaws of the First Party at the effective date of the Merger shall be the Bylaws of the Surviving Corporation, until the same shall be altered or amended.

9. Directors. The directors of First Party in office on the effective date of the Merger shall continue in office and shall

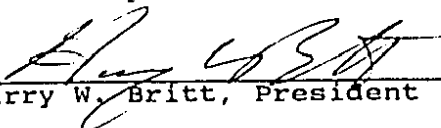
constitute the officers of First Party until such time as their respective successors shall be elected and qualified.

11. Abandonment. Anything contained herein to the contrary notwithstanding, this Agreement may be abandoned by either party hereto if the merger fails to obtain the necessary approval as required by the general corporate laws of the State of Florida.

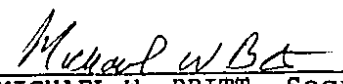
IN WITNESS WHEREOF, the corporate parties hereto have caused this Agreement to be executed by the duly authorized officers the day and year first above written.

CADMOLD INDUSTRIES OF SARASOTA, INC.,
A Florida Corporation

By:



Harry W. Britt, President

ATTEST:

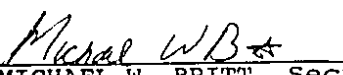

MICHAEL W. BRITT, Secretary

CADMOLD, INC., A Florida Corporation

By:


Harry W. Britt, President

ATTEST:


MICHAEL W. BRITT, Secretary

CADMOLD PLASTICS, INC., A Florida Corporation

By:

Harry W. Britt
Harry W. Britt, President

ATTEST:

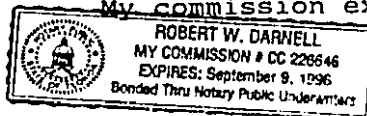
Michael W. Britt
MICHAEL W. BRITT, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

I hereby certify that on the 30 day of August, 1995, before me personally appeared HARRY W. BRITT and MICHAEL W. BRITT, as President and Secretary, respectively, of CADMOLD INDUSTRIES OF SARASOTA, INC., a Florida corporation, to me known to be the persons described in and who executed the foregoing Agreement and severally acknowledged the execution thereof to be their free act and deed as such officers, for the uses and purposes therein mentioned; and that they affixed thereto the official seal of said corporation and that the said Agreement is the act and deed of said corporation.

Witness my signature and official seal in the State and County aforesaid, the day and year last above mentioned.

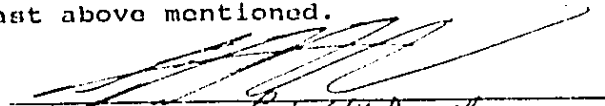
Robert W. Darnell
Print Name
Notary Public - State of Florida
My commission expires:

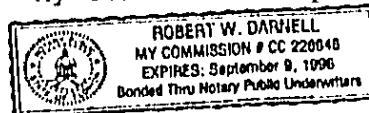


STATE OF FLORIDA
COUNTY OF SARASOTA

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Witness my signature and official seal in the State and County aforesaid, the day and year last above mentioned.

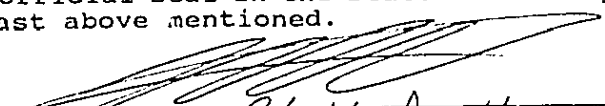

Print Name Robert W. Darnell
Notary Public - State of Florida
My commission expires:

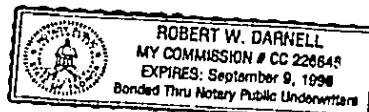


STATE OF FLORIDA
COUNTY OF SARASOTA

I hereby certify that on the 30 day of August, 1995, before me personally appeared HARRY W. BRITT and MICHAEL W. BRITT, as President and Secretary, respectively, of CADMOLD PLASTICS, INC., a Florida corporation, to me known to be the persons described in and who executed the foregoing Agreement and severally acknowledged the execution thereof to be their free act and deed as such officers, for the uses and purposes therein mentioned; and that they affixed thereto the official seal of said corporation and that the said Agreement is the act and deed of said corporation.

Witness my signature and official seal in the State and County aforesaid, the day and year last above mentioned.


Print Name Robert W. Darnell
Notary Public - State of Florida
My commission expires:



1200 HAYS STREET
TALLAHASSEE, FL 32301

800-142-8086

P95000059738

CSC networks
PRINTING AND
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 674893 9052A

AUTHORIZATION :

COST LIMIT : 9

ORDER DATE : September 6, 1995

ORDER TIME : 9:43 AM

ORDER NO. : 674893

CUSTOMER NO: 9052A

CUSTOMER: Robert W. Darnell, esq
Davis Persson Smith & Darnell
Suite 406
2033 Main Street
Sarasota, FL 34237

200001578062
-09/06/95 -011056 -027
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: CADMOLD INDUSTRIES OF
SARASOTA, INC.

X ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

9/18/95

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

55 SEP -6 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/6
Name Change
C.C.

Davis, Persson, Smith & Darnell

Attorneys and Counselors At Law
A Partnership of Professional Associations
2033 Main Street, Suite 406
Sarasota, Florida 34237
Telephone (941) 365-4950
Facsimile (941) 365-3259

David D. Davis*
David P. Persson
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Robert P. Rosin
Of Counsel

* Also licensed to practice in Illinois
* Qualified in Administrative and Governmental Law under
the Florida Designation Plan
Also licensed to practice in Louisiana and Massachusetts

September 5, 1995

1265-3

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Cadmold Industries of Sarasota, Inc.

Dear Sir or Madam:

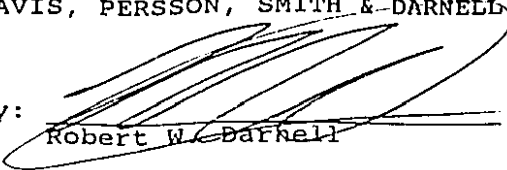
Enclosed please find original and duplicate Articles of Amendment to the Articles of Incorporation for the above referenced Corporation, together with a check in the amount of \$87.50 to cover the following:

Filing of the Articles	\$ 35.00
Certified Copy of the Articles	52.50

We would appreciate your returning to us the certified copy of the Articles of Merger via the CIS COURIER.

DAVIS, PERSSON, SMITH & DARNELL

By:


Robert W. Darnell

RWD:cw
Enclosures

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CADMOLD INDUSTRIES OF SARASOTA, INC.

RECORDED
SEP 11 1995
SEP 11 1995
SEP 11 1995

The undersigned, HARRY W. BRITT, President, and MICHAEL W. BRITT, Secretary, of CADMOLD INDUSTRIES OF SARASOTA, INC. certify that:

EFFECTIVE DATE
9-8-95

1. They are the President and Secretary of CADMOLD INDUSTRIES OF SARASOTA, INC., a Florida corporation, which Articles of Incorporation were filed with the Secretary of State, State of Florida, on August 2, 1995.

2. The following amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors and approved by the Shareholders, at a special meeting at which all of the Directors and Shareholders were present and voting throughout, duly called for the purpose of adopting this Amendment and held on September 5, 1995.

3. There are 100,000 shares of common stock issued and outstanding. All of said issued and outstanding shares that are entitled to vote, voted for the Amendment.

4. Article I of the Articles of Incorporation is hereby amended in its entirety to read as follows:

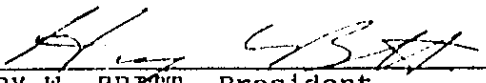
ARTICLE I - NAME

The name of this Corporation is:

CADMOLD, INC.

5. This Amendment shall become effective on September 8, 1995.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 5 day of SEPT, 1995.


HARRY W. BRITT, President


MICHAEL W. BRITT, Secretary