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(813) 441-8966 FAX (813) 442-8470

IN REPLY REFER TO

January 7, 1997

Clearwater

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
97 JAN 10 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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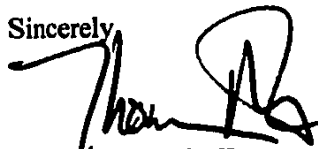
Re: Articles of Amendment

Dear Sir or Madam:

Enclosed are Articles of Amendment to the Articles of Incorporation of Teledynamics Group, Inc. Please record this amendment in your records. I have enclosed our firm check in the amount of \$35.00 to cover the filing fees.

If you have any questions or need additional information, please contact me collect at (813) 441-8966. Thank you for your assistance in this matter.

Sincerely



Thomas C. Nash, II

TCN/skb

Enclosure

V8 JAN 17 1997

Amend

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

I. Article IV (Capital Stock) of the Articles of Incorporation of **TELEDYNAMICS GROUP, INC.** is hereby amended to increase the number of authorized shares to 500,000 shares of common stock at \$1.00 par value.

2. Article V (Preemptive Rights) of the Articles of Incorporation is hereby deleted in its entirety.

3. Article XIV (Cumulative Voting) of the Articles of Incorporation is hereby deleted in its entirety.

II. The foregoing amendment was adopted by the corporation's shareholders and directors by written action in lieu of a meeting dated the 31st day of Dec., 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 31st day of Dec., 1996

Robert G. Brown
Robert G. Brown
Secretary

Monte C. Sims
Monte C. Sims
President

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **MONTY C. SIMS** and **ROBERT G. BROWN**, as President and Secretary, respectively, of **TELEDYNAMICS GROUP, INC.**, to me personally known to be the individuals described in and who executed the foregoing instrument or who has produced _____ as identification and who did take an oath and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 31st day of Dec., 1996

Print Name _____
Notary Public _____
My Commission Expires _____
OFFICIAL NOTARY SEAL
CHARLES NASH II
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO CC424705
MY COMMISSION EXP JAN 4, 1999