

SIEGEL, LIPMAN, DUNAY, & SHEPARD, LLP

GARY S. DUNAY  
KENNETH W. LIPMAN  
JONATHAN L. SHEPARD  
CARL E. SIEGEL  
OF COUNSEL  
STEVEN M. GOLDSMITH

THE PLAZA • SUITE 801  
5355 TOWN CENTER ROAD  
BOCA RATON, FLORIDA 33486

(561) 368-7700  
FAX: (561) 368-9274

P96000046/06

May 14, 1997

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Our File No. 96-20158  
Peterson/Glenwood Acquisition Corp.

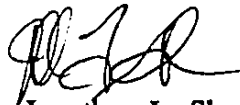
900002187779--1  
-05/22/97--01037--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Enclosed are two (2) originals of Articles of Amendment to Articles of Incorporation of Glenwood Acquisition Corp., together with the filing fee of \$35.

Please file immediately and return a file-stamped copy to me using the stamped, self-addressed envelope enclosed.

Very truly yours,

  
Jonathan L. Shepard

JLS/bjp  
Enclosures

cc: Mr. Brent A. Peterson

FILED  
MAY 22 1997  
CLERK  
Filing

MAY 29 1997

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GLENWOOD ACQUISITION CORP.**

SECRET FILED  
97 MAY 22 11:01

The undersigned, being the Incorporator of Glenwood Acquisition Corp., a Florida corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of Glenwood Acquisition Corp., a Florida corporation, on behalf of the Corporation, and further states as follows:

1. Article 5 is amended in its entirety to read as follows:

**"ARTICLE 5  
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is One Million (1,000,000) shares of Common Stock, having a par value of ONE CENT (\$.01) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution."

2. The foregoing amendment was adopted by the Incorporator on May 14, 1997. Pursuant to Florida Statutes §607.1005 shareholder action was not required.

IN WITNESS WHEREOF, the undersigned Incorporator of this corporation has executed these Articles of Amendment to the Articles of Incorporation on May 14, 1997, all in accordance with Section 607.1006, Florida Statutes.

GLENWOOD ACQUISITION CORP.,  
a Florida corporation

By:   
Brent A. Peterson, Incorporator