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POHL [redacted]HORT, P.A.
ATTORNE[redacted] AT LAW

DWIGHT I. (IKE) COOL
ALEXANDER S. DOUGLAS, II
GARY A. FORSTER
MARK A. GRIMES
ADAM O. KIRWAN
DAVID J. KOHS
FRANK L. POHL
JAMES E. SHEPHERD, V
HOUSTON E. SHORT
JOHN R. SIMPSON, JR.

TELEPHONE (407) 647-7645
FACSIMILE (407) 647-2314
EMAIL: PS@POHLSHORT.COM

MAILING ADDRESS:
POST OFFICE BOX 3208
WINTER PARK, FLORIDA 32790

COURIER ADDRESS:
280 WEST CANTON AVENUE, SUITE 410
WINTER PARK, FLORIDA 32789

February 22, 2000

Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

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-02/25/00--01103--008
*****35.00 *****35.00

Re: Articles of Amendment to the Articles Incorporation of ACH Corporation of America, Inc.
Our File No. 2277-2

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Amendment to the Articles Incorporation of ACH Corporation of America, Inc. (the "Corporation") together with a check in the amount of $35.00 payable to the Florida Department of State to cover filing fees and the return of a certified copy of the Corporation's Articles of Amendment of Articles of Incorporation.

If you have any questions, please do not hesitate to call me. Thank you for your attention to this matter.

Sincerely,

Gary A. Forster

GAF/lih
Enclosures

FILED
00 FEB 25 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS MAR 7 2000

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ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF ACH CORPORATION OF AMERICA, INC.

00 FEB 25 PM 3:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is ACH CORPORATION OF AMERICA, INC. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution amending Article III of the Articles of Incorporation by written consent dated the 23rd day of February, 2000, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolution amending Article III of the Articles of Incorporation by written consent dated the 23rd day of February, 2000, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution amending Article III of the Articles of Incorporation:

> RESOLVED, that Article III of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:
>
> ARTICLE III - SHARES
>
> The total authorized capital stock of the Corporation shall be one million (1,000,000) shares of common voting stock, one tenth cent ($ .001) par value per share and one million (1,000,000) shares of Class B non-voting stock, one tenth cent ($ .001) par value per share. All shares of the Corporation's common stock shall have the same rights and preferences as all other shares of the Corporation's common stock except with regard to voting rights.

With respect to voting rights, each share of the voting common stock shall be entitled to vote on all matters submitted to the shareholders of the Corporation, and each share of the non-voting common stock shall not be entitled to vote on any matter.

Article IV - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of February 23, 2000.

Dated this 23rd day of February, 2000.

ACH CORPORATION OF AMERICA, INC.

By: Charles L. Hall

Charles L. Hall, President

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