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NAME: NORTH STAR HOLDING CORP.

AUDIT NUMBER.....H97000000796

DOC TYPE.....BASIC AMENDMENT

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

January 15, 1997

NORTH STAR HOLDING CORP.  
C/O JAMES W. GOODWIN  
111 MADISON STREET, SUITE 2300  
TAMPA, FL 33602

SUBJECT: NORTH STAR HOLDING CORP.  
REF: P96000072390

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Linda Stitt  
Corporate Specialist

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 16, 1997

NORTH STAR HOLDING CORP.  
C/O JAMES W. GOODWIN  
111 MADISON STREET, SUITE 2300  
TAMPA, FL 33602

SUBJECT: NORTH STAR HOLDING CORP.  
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Linda Stitt  
Corporate Specialist

FAX Aud. #: H97000000796  
Letter Number: 197A00002353

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**JAN 16 1997**

FAX AUDIT NO.: H97-796

**AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF  
NORTH STAR HOLDING CORP.**

Pursuant to the provision of Section 607.1001, Florida Statutes, the undersigned, being the Incorporator of North Star Holding Corp., a Florida Corporation (the "Company"), does hereby certify as follows:

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1. The name of the Company is North Star Holding Corp.
2. Article 4 of the Company's Articles of Incorporation is amended by replacing Article 4 with the following:

"The maximum number of shares of stock authorized to be issued by the Corporation is 110,000,000 shares of capital stock, 100,000,000 of which shares shall be common shares of the par value of \$.01 per share and 10,000,000 of which shares shall be preferred shares of the par value of \$.01 per share. Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. The Board of Directors of the Corporation is hereby expressly granted authority to issue from time to time series preferred stock in one or more series and to fix before issuance thereof, by filing a statement pursuant to the Florida Business Corporation Act, the number of shares in each such series and all designations, relative rights, preferences and limitations of the shares in each such series. All shares shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service or any other legal form of consideration.

3. No shareholder approval is necessary for this Amendment since no shares have been issued or officers or directors appointed.

4. The Amendment was adopted by the Incorporator on January 15, 1997.

IN WITNESS WHEREOF, the undersigned has placed his hand and seal of the Company under penalty of false statement on this 15th day of January, 1997.

**NORTH STAR HOLDING CORP.**

Effective January 15, 1997.

By:   
James W. Goodwin II, Incorporator

NAME: DAVID M. NICHOLSON  
ADDRESS: 111 Madison Street  
Tampa, Florida 33602  
TELEPHONE NO.: 813-273-4200  
FAX AUDIT NO.: H97-796  
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