

P96000074931
LAW OFFICES
LIEBLER, GONZALEZ & PORTUONDO, P.A.

TELEPHONE (305) 379-0400

2300 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

FACSIMILE (305) 379-9626

April 5, 1999

VIA FEDERAL EXPRESS NO.: 808651525626

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

FILED
99 APR -6 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

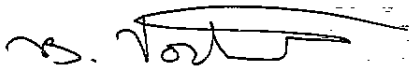
Re: Miami Research Associates, Inc. - Amendment of Articles of Incorporation
Our File No.: 640434

Ladies and Gentlemen:

Enclosed please find the Articles of Amendment to Articles of Incorporation of Miami Research Associates, Inc. for filing with the Department of State. I have enclosed a check payable to the Department of State in the amount of \$43.75 in payment of the filing fee for the Articles of Amendment and for a certified copy of the Articles once they have been filed.

Please return the certified copy of the Articles of Amendment to this firm at the address indicated on our letterhead. Please let me know if you have any questions regarding the enclosed Articles of Amendment.

Very truly yours,



Bernardo A. Portuondo, Esq.

BAP/ca
Enclosures

Z:\WPDOC\640434\SEC-STATE.L01

300002830573--5
-04/06/99-01044-004
*****43.75 *****43.75

Amend

VS APR 14 1999

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MIAMI RESEARCH ASSOCIATES, INC.**

FILED

99 APR -6 PM 3:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Miami Research Associates, Inc., a Florida corporation, adopts the following Articles of Amendment to its Articles of Incorporation pursuant to the provisions of Section 607.1006, Florida Statutes.

**ARTICLE I
NAME**

The name of this corporation is Miami Research Associates, Inc.

**ARTICLE II
AMENDMENT TO ARTICLES OF INCORPORATION**

Article III of the Articles of Incorporation of the corporation is hereby amended in its entirety to provide as follows:

"CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand Five Hundred (1,500) shares of common stock, having a par value of One and 00/100 (\$1.00) Dollar per share. Five Hundred Ten (510) shares of the authorized common stock shall have voting rights (the 'Voting Stock') and the remaining Nine Hundred Ninety (990) shares of such common stock shall be non-voting (the 'Non-Voting Stock'). In all other respects, the Voting Stock shares and the Non-Voting Stock shares shall have identical rights, including the right to participate in the profits and losses of the corporation based on the percentage of the total outstanding stock of the corporation owned by each Voting Stock and Non-Voting Stock shareholder. The rights and obligations of the holders of the Voting Stock and the holders of the Non-Voting Stock are further described in that certain Shareholders Agreement, dated as of January 1, 1998, among the shareholders of the corporation and the corporation, as such Shareholders Agreement may be amended from time to time."

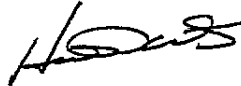
**ARTICLE III
DATE OF ADOPTION**

This amendment to the Articles of Incorporation of the corporation was adopted as of December 31, 1997, effective as of January 1, 1998.

ARTICLE IV
ADOPTION BY SHAREHOLDERS

This amendment to the Articles of Incorporation of the corporation was approved by the shareholders of the corporation and the number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of the corporation has executed these Articles of Amendment as of December 31, 1997.



Howard I. Schwartz, President