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February 3, 1998

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Pace Management Group, Inc.

Dear Sir or Madam:

Enclosed please find the original and one photocopy of Articles of Amendment to Articles of Incorporation in connection with the above-referenced corporation, together with our check in the amount of \$35.00 in payment of the filing fee.

Please file this document and provide our courier with a date-stamped copy showing the filing information.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Maries J. Spear

Mrs. Marlis J. Spear
Legal Assistant

/mjs
Enclosures

cc: Jay Van Heyde, Esq.

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Name Availability	2/4/98
Document Examiner	Don
Update Verifier	Don
Acknowledgement	Don
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RECEIVED
98 FEB -4 PM 12:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

98 FEB -4 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Call when ready
Jan 11 Early
681-9550

AMENDMENT TO ARTICLES OF INCORPORATION

of

PACE MANAGEMENT GROUP, INC.

FILED
98 FEB -4 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that the following Amendment to the Articles of Incorporation was approved by all the members of the Board of Directors and by all of the Shareholders of the Corporation in a resolution executed as of the 1st day of January, 1998, in accordance with Chapter 607, Florida Statutes:

Article V of the Articles of Incorporation shall be amended to read as follows:

"ARTICLE V

Authorized Stock

The total number of shares of all classes of stock which the Corporation is authorized to issue or to have outstanding at any time shall be 10,000 shares, which shall be divided into classes as follows:

1. 100 shares of Class "A" Voting Common Stock, with a \$1.00 par value per share; and
2. 9,900 shares of Class "B" Non-Voting Common Stock, with a \$1.00 par value per share."

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation of the aforesaid corporation have been executed by the President this 1st day of January, 1998.

PACE MANAGEMENT GROUP, INC.

By


Joseph C. Giammarusco
President