

P96000100750

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301
JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK
EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
DANIEL D. AKEL
H. LEON HOLBROOK, III
JOHN R. STIEFEL, JR.
THOMAS R. RAY

TELEPHONE
(904) 356-6311

FACSIMILE
(904) 356-7330

February 10, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

800002086518--6
-02/13/97--01022--004
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation
of The Pearl Group, Inc.

Dear Sirs:

Enclosed are original and one copy of Amendment to Articles of Incorporation of The Pearl Group, Inc.. Please file the original and return a stamped copy to me. Our check for \$35.00 is enclosed to cover the fees.

Thank you very much for your cooperation.

Sincerely yours,

Kathleen Cold

KATHLEEN HOLBROOK COLD

KHC/lh
Enclosures
cc: Mr. Paul W. Dickert

SH 2/8
Amend.

RECEIVED
TALLAHASSEE, FLORIDA

97 FEB 13 PM 1:43

FILED

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
THE PEARL GROUP, INC.

FILED
97 FEB 13 PM 1:43
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, THE PEARL GROUP, INC., a Florida corporation, hereinafter called the "Corporation" hereby amends its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting Article III in its entirety and inserting the following Article III therefor:

"ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of a par value of One and No/100 Dollars (\$1.00) per share, which shall be designated 'common shares.' Common shares shall be issued pursuant to the direction of the Board of Directors, who shall designate said shares as 'voting' (in which case, such shares shall have the full range of voting rights under applicable law) or 'non-voting' (in which case, such shares shall have no voting rights for any purpose) at the time of issuance. 'Voting' and 'non-voting' common shares shall be identical in all respects except for the foregoing difference in voting rights. Of the authorized shares, 2,500 shares shall be authorized to be issued as 'voting' shares and 7,500 shares shall be authorized to be issued as 'non-voting' shares. The legend 'voting' or 'non-voting' as applicable, shall be prominently affixed to the face of all stock certificates issued to holders of common shares. All common shares issued prior to February 1, 1997 shall be, and hereby are, deemed to be 'voting' shares."

2. The Shareholders and Directors of the Corporation, acting pursuant to Sections 607.0704, 607.0821 and 607.1003, Florida Statutes, have executed a written consent adopting the foregoing amendment.

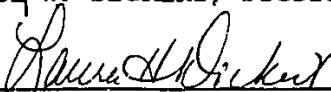
3. The voting group entitled to vote on the foregoing amendment is the holder of common shares of the corporation. The number of votes cast in favor of the amendment were 1,000 of the 1,000 common shares eligible to vote. The number of votes cast for such amendment by such voting group was unanimous, and thus sufficient for approval by such voting group.

4. The foregoing amendment shall become effective upon the filing of these Articles of Amendment with the Secretary of

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the corporation this 28th day of January, 1997.



PAUL W. DICKERT, President



LAURA H. DICKERT, Secretary