



THE UNITED STATES  
CORPORATION  
COMPANY

P97 000003576

ACCOUNT NO. : 072100000032

REFERENCE : 233389 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 23, 1997

ORDER TIME : 9:54 AM

ORDER NO. : 233389-010

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst  
Bronstein Carlson Gleim &  
Suite 1100  
150 Second Avenue, North  
St. Petersburg, FL 33701

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-01/23/97--01067--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

DOMESTIC AMENDMENT FILING

NAME: DMI ACQUISITION CORP.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: \_\_\_\_\_

N HENDRICKS JAN 23 1997

FILED  
\$7 JAN 23 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
DMI ACQUISITION CORP.

FILED  
97 JAN 23 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned as the Incorporator named in the Articles of Incorporation of DMI ACQUISITION CORP., a Florida corporation (the "Corporation"), before the issuance of any shares of stock and before the organizational meeting of the initial Board of Directors hereby adopts the following Articles of Amendment:

1. The name of the Corporation is DMI Acquisition Corp.
2. Article IV of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE IV

"CAPITAL STOCK

This corporation is authorized to issue  
One Million (1,000,000) shares of One Cent (\$.01)  
par value common stock."

3. The foregoing Articles of Amendment to the Articles of Incorporation have been prepared and executed on January 21, 1997, by the Incorporator named in the Articles of Incorporation of the Corporation before the issuance of any shares of stock and before the organizational meeting of the Board of Directors, pursuant to Section 607.1005, Florida statutes.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment as the Incorporator of the Corporation, this 20th day of January, 1997.

  
Joel D. Bronstein, Incorporator