

P97000005102



ACCOUNT NO. : 072100000032

REFERENCE : 758467 4326591

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : March 27, 1998

ORDER TIME : 11:27 AM

ORDER NO. : 758467-025

300002470883--3

CUSTOMER NO: 4326591

CUSTOMER: Curt P. Creely, Esq  
Fowler White Gillen Boggs  
501 East Kennedy Boulevard  
Suite 1700  
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: GTC ACQUISITION CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 30 AM 8:10

RECEIVED  
98 MAR 27 PM 12:04  
DIVISION OF CORPORATION

3/30/98

WIC Amend

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AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
GTC ACQUISITION CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 MAR 30 AM 8:10

WHEREAS, the Articles of Incorporation of GTC ACQUISITION CORPORATION were filed with and approved by the Secretary of State of Florida on the 17th day of January, 1997; and

WHEREAS, it is the intention of all of the directors of GTC ACQUISITION CORPORATION that the Articles of Incorporation be amended effective at 12:30 a.m. (Eastern Standard time) on March 30, 1998, in accordance with the Amendment to the Articles of Incorporation hereinafter set forth; and

WHEREAS, the proposed Amendment to the Articles of Incorporation of GTC ACQUISITION CORPORATION hereinafter set forth was approved by the all of the directors of GTC ACQUISITION CORPORATION on the 27th day of March, 1998; and

WHEREAS, the Amendment to the Articles of Incorporation set forth below was duly approved by the sole shareholder of GTC ACQUISITION CORPORATION on March 27, 1998; and

WHEREAS, the approval of the Secretary of State of Florida of the proposed Amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of GTC ACQUISITION CORPORATION are hereby amended effective at 12:30 a.m. (Eastern Standard time) on March 30, 1998, by deleting in its entirety the present Article I and by substituting therefor the following, to-wit:

"ARTICLE I  
Name

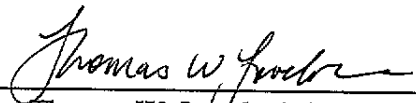
The name of this corporation shall be:

GROUP TECHNOLOGIES CORPORATION

The principal office and mailing address of this corporation shall be 10901 Malcolm McKinley Drive, Tampa, Florida 33612."

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation is hereby executed on behalf of GTC ACQUISITION CORPORATION by its President this 27th day of March, 1998.

GTC ACQUISITION CORPORATION

By:   
Thomas W. Lovelock, President