



ACCOUNT NO. : 072100000032

REFERENCE : 143438 : 5674A

AUTHORIZATION

COST LIMIT : \$ 43.75

ORDER DATE : February 22, 1999

ORDER TIME : 9:02 AM

ORDER NO. : 143438-010

CUSTOMER NO: 5674A

300002784123--5

CUSTOMER: Robert C. Burke, Jr., Esq
Kimpton Burke & White
Suite 100
28059 U.S. Highway 19, North
Clearwater, FL 33761

DOMESTIC AMENDMENT FILING

NAME: T.R.F. COMMUNICATIONS, INC.

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: Jeanine Reynolds

EXAMINER'S INITIALS

FILED
99 FEB 23 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
x N/C SP 2/24/99

FILED

99 FEB 23 PM 1:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
T.R.F. COMMUNICATIONS, INC.

T.R.F. COMMUNICATIONS, INC., a Florida corporation, under its corporate seal in hand of its President and Secretary, RICHARD A. PHILLIPS and TIMOTHY R. FOSTER, respectively, hereby certifies that:

1. The Board of Directors of said Corporation, at a meeting called and held on the 16th day of February, 1999, adopted the following resolution:

BE IT RESOLVED by the Board of Directors of T.R.F. COMMUNICATIONS, INC., a Florida corporation, that Article 1 of the Articles of Incorporation be amended, changed and altered so that it reads as follows:

ARTICLE 1 - NAME

The name of the Corporation is WHITNEY-PHILLIPS-T.R.F., INC. (hereinafter, "Corporation").

BE IT FURTHER RESOLVED by the Board of Directors of T.R.F. COMMUNICATIONS, INC., a Florida corporation, that the Articles of Incorporation be amended, changed, and altered, adding an additional article, Article 18, as follows:

ARTICLE 18 - SUPER MAJORITY VOTE

Notwithstanding the provisions of these Articles of Incorporation to the contrary, nor the provisions of the Bylaws or agreements otherwise of the Corporation, or any other agreements, rules, regulations, statutes, or

otherwise to the contrary (and in conjunction with the intended statutory merger of Whitney-Phillips, Inc., as acquired corporation, into the Corporation as the surviving corporation, it is agreed that in respect of any vote of the shareholders and/or the board of directors, that an affirmative unanimous vote of either body is necessary to constitute the action of such body and not otherwise.

At any meeting of the board of directors or the shareholders, all the board of directors or shareholders, as the case may be, shall be necessary to constitute a quorum for such meeting.

2. The meeting of the shareholders of the Corporation called by the Board of Directors as aforesaid, was held on the 16th day of February, 1999, and at said special meeting of the shareholders, said amendment to the Articles of Incorporation was duly adopted by the unanimous vote of all shareholders.

IN WITNESS WHEREOF, said Corporation has caused this Amendment to be filed in its name by its President and its corporate seal to be affixed and attested by its Secretary on this 16th day of February, 1999.

T.R.F. COMMUNICATIONS, INC.

By: Richard A. Phillips
Richard A. Phillips,
President

Attest:

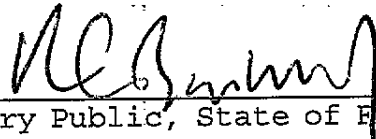
Timothy R. Foster
Timothy R. Foster, Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 16th

day of February, 1999 by RICHARD A. PHILLIPS and TIMOTHY R. FOSTER, as President and Secretary respectively of T.R.F. COMMUNICATIONS, INC., a Florida corporation, on behalf of the Corporation. They are () personally known to me or have () produced a Florida driver's license as identification and who did not take an oath.



Notary Public, State of Florida
Name: _____
Serial No: _____
Commission Expires: _____



R. C. Burke, Jr.
MY COMMISSION # CC634981 EXPIRES
July 7, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

H:\HOME\CG\TRFCOMMUNI.INC\GENCORP\99ART101.AME