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March 11, 1997

Corporate Records Bureau of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: STR Acquisition, Inc.

200002111372--3
-03/12/97--01081--001
*****87.50 *****87.50

Ladies/Gentlemen:

On behalf of the above captioned corporation (the "Corporation"), I am forwarding an original and one copy of the Corporation's Articles of Amendment to the Articles of Incorporation. Also enclosed is our firm check in the amount of \$87.50 in payment of the filing fee and certified copy for such Amendment.

Sincerely,

Barbara A. Rowe

Barbara A. Rowe,
Legal Assistant to
Jeremy P. Ross

FILED
97 MAR 12 PM 3:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

/bar
Enclosures
118740.01

Amend

VS MAR 17 1997

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF STR ACQUISITION, INC.

FILED
97 MAR 12 PM 3:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STR ACQUISITION, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Corporation hereby amends its Articles of Incorporation to change its authorized capital from 7,500 shares of common voting stock, \$1.00 par value, to 100,000,000 shares of common voting stock, \$.0001 par value; and, in that regard, Article III of the Corporation's Articles of Incorporation is hereby deleted in its entirety and there is substituted in lieu thereof, also to be designated as Article III, the following material:

ARTICLE III
Capital Stock

The aggregate number of shares of capital stock authorized to be issued by the Corporation shall be 100,000,000 shares of common stock, \$.0001 par value (the "Common Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the Common Stock, as well as in the net assets of the corporation upon liquidation or dissolution.

.....

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §§607.1005 and .1006, Florida Statutes, on March 11, 1997, by the Corporation's sole incorporator, the Corporation having previously issued no shares of capital stock and there consequently being no requirement for shareholder approval.

IN WITNESS WHEREOF, STR Acquisition, Inc. has caused these Articles of Amendment to be prepared under the signature of its sole incorporator this 11th day of March 1997.

STR ACQUISITION, INC.,

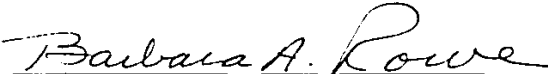
By: Barbara A. Rowe
Barbara A. Rowe, Incorporator

WRITTEN ACTION OF THE
INCORPORATOR OF
STR ACQUISITION, INC.

The undersigned, being the sole incorporator of STR ACQUISITION, INC., a Florida corporation (the "Corporation") which has not yet issued shares of its capital stock, hereby adopts the following amendment to the Corporation's Articles of Incorporation:

1. It is deemed advisable and in the best interests of the Corporation and its incorporator to amend the Corporation's Articles of Incorporation to increase the number of shares of the Corporation's authorized capital from 7,500 shares to 100,000,000 shares, and to change the par value associated with each share from \$1.00 to \$.0001, and the officers of the Corporation are authorized and directed to prepare, execute and file with the Florida Department of State Articles of Amendment to the Corporation's Articles of Incorporation in the form of Exhibit A hereto so that the action hereby taken will be effective under Florida law.

DATED: March 11, 1997


Barbara A. Rowe, Incorporator

118671.01