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STEVEN M. WILSEY
Also Certified
Public Accountant

DAVID F. WILSEY

ROBERT W. FISHER
Of Counsel

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: BARBARA SAMSON AND ASSOCIATES, INC.
Name Change to: SAMSON LIFEWORKS, INC.

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-12/15/97--01055--001
*****87.50 *****87.50

Gentlemen:

Enclosed are the following:

1. AMENDMENT OF ARTICLES OF INCORPORATION OF BARBARA SAMSON AND ASSOCIATES, INC., to change name to SAMSON LIFEWORKS, INC.
2. Check for: Fee \$ 35.00
Certified Copy 52.50
Total \$ 87.50

Please return a certified copy to my office. Thank you for your attention to this matter.

Very truly yours,


GEORGE F. WILSEY

GFW:pf

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 10:45

N.C.
12-18-97
CC

AMENDMENT OF
ARTICLES OF INCORPORATION OF
BARBARA SAMSON AND ASSOCIATES, INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 DEC 15 AM 10:45

WHEREAS, BARBARA SAMSON AND ASSOCIATES, INC., was originally incorporated under the name BARBARA SAMSON AND ASSOCIATES, INC., and

WHEREAS, at a joint meeting of all Shareholders and Directors, it was resolved to amend the Corporate Charter.

NOW, THEREFORE, the Corporate Charter of BARBARA SAMSON AND ASSOCIATES, INC., is amended as follows:


ARTICLE 1. NAME

The name of the Corporation shall be SAMSON LIFEWORKS, INC.

All other paragraphs and articles of the Articles of Incorporation not in conflict with the foregoing remain unchanged.

This Amendment shall be effective upon filing with the Secretary of State.

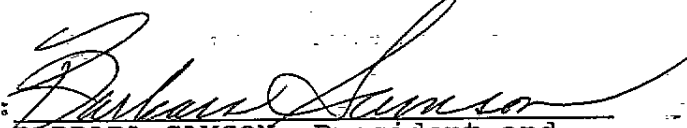
The foregoing Amendment is approved by the undersigned sole Shareholder of the Corporation.


BARBARA SAMSON, Sole Shareholder

Amendment to Articles of Incorporation of
Barbara Samson and Associates, Inc.
Page 2

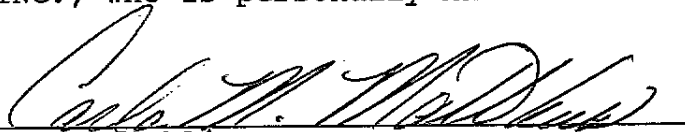
I certify that BARBARA SAMSON is the sole Shareholder of the Corporation, that the undersigned is the sole Officer and Director of the Corporation and that the aforesaid Amendment to the Articles of Incorporation was duly approved.

BARBARA SAMSON ASSOCIATES, INC.

By: 
BARBARA SAMSON, President and
Sole Director and Shareholder

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 26th. day of November, 1997, by BARBARA SAMSON, President and Sole Shareholder of BARBARA SAMSON AND ASSOCIATES, INC., who is personally known to me.


Notary Public

NOTARY PUBLIC - STATE OF FLORIDA
CARLA M. MATTHEWS
MY COMMISSION EXPIRES 10/13/98
COMM. #C.C. 413485