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Sept. 23, 1997

Div. of Corporations
Tallahassee, FL

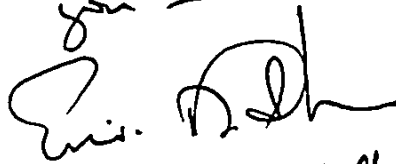
Abel
74 W. Chase St.
Hemando, FL
34442

FILED
97 SEP 24 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FL FLORIDA

RE: ARTICLES OF AMENDMENT; ABEL-CHAMBERLAIN INTERNATIONAL, INC.

Please file the enclosed Articles of Amendment for Abel-Chamberlain International, Inc. As required, a check in the amount of \$35.00 is enclosed to cover the fee of filing such Amendment.

Thank you —



Atty. for Abel-Chamberlain International, Inc.

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-09/24/97--01041--018
*****35.00 *****35.00

Amended & Restated
LFT 10-2-97

FILED
97 SEP 24 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
AND RESTATEMENT OF THE ARTICLES OF INCORPORATION
OF ABEL-CHAMBERLAIN INTERNATIONAL, INC.**

Pursuant to the provisions of Fla. Stat. §607.1006, the undersigned corporation adopts the following Articles of Amendment of its Articles of Incorporation, as follows:

1. The name of the corporation is **Abel-Chamberlain International, Inc.**
2. The Articles of Incorporation, specifically Articles 1 through 12, are hereby amended and restated, in their entirety, as shown on the attached "Exhibit A."
3. The foregoing amendment and restatement was adopted on the 30th day of June, 1997.
4. The foregoing amendments were duly approved and adopted by unanimous vote of the board of directors, without shareholder action and shareholder action was not required.

Abel-Chamberlain International, Inc.

By: [Signature]
Ralph L. Abel, President / Director
and 50% Shareholder

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 17th day of September 1997, by Ralph L. Abel, as President of Abel-Chamberlain International, Inc., who is personally known to me.

Lisa M Bazemore
Notary Public LISA M BAZEMORE



LISA M BAZEMORE
My Commission CC334351
Expires Dec. 06, 1997
Bonded by HAI
800-422-1555

By: [Signature]
Henry R. Chamberlain, Secretary
and 50% Shareholder

STATE OF Ohio
COUNTY OF Licking

The foregoing instrument was acknowledged before me this 2nd day of Sept., 1997, by Henry R. Chamberlain, as Secretary of Abel-Chamberlain International, Inc., who is personally known to me, or who produced N/A as identification..

Angela J. Sidmore
Notary Public my commission expires August 17, 2000.

Exhibit A

ARTICLES OF INCORPORATION
OF
ABEL-CHAMBERLAIN INTERNATIONAL, INC.

ARTICLE 1. NAME

The name of this corporation shall be **Abel-Chamberlain International, Inc.**

ARTICLE 2. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be 31st day of March, 1997. This corporation's duration shall be perpetual.

ARTICLE 3. PURPOSE

This corporation is being organized for the purpose of engaging in the business of national and international wholesale and retail sales of goods, the provision of diverse services, for transacting any and all other business and activities, and for engaging in the transaction of any and all business activities permitted under Chapter 607, Florida Statutes, and laws of United States Of America.

ARTICLE 4. CAPITAL STOCK

This corporation shall have the authority to issue 1,000,000 shares of one cent (\$0.01) par value common capital stock.

ARTICLE 5. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE 6. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of thirty days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, his/her shares held immediately prior to the shareholder's death shall pass as personal property to the proper successors and/or heirs, on the terms set forth above.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A
Copy Of Which Is On File At This Corporation's Principal
Office."

ARTICLE 7. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased. The directors of the corporation shall be elected at the annual meeting of the shareholders and directors, as specified in the By-

Laws. The election of directors shall be by majority vote.

Any director may be removed from office at any time with or without cause by the affirmative majority vote of the outstanding shares.

The names and addresses of the individuals who shall serve as members of the Initial Board Of Directors are:

Ralph L. Abel
1183 N. Mediterranean Way
Inverness, FL 34453

Henry R. Chamberlain
6101 Mountain View Road
Ooltewah, TN 37363

ARTICLE 8. QUORUM AND MEETINGS

A quorum for the transaction of business at any meeting of the board of directors shall exist if fifty-one percent (51 %) of the total number of directors shall be present at the meeting, in person or by proxy.

No action may be taken on behalf of the corporation without the express written and signed approval of all directors of this corporation.

ARTICLE 9. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE 10. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial principal office shall be: 74 W. Chase Street, Hernando, Florida 34442.

The name of the individual who shall serve as this corporation's initial registered agent and the address therefor is: Eric D. Abel, Attorney, 74 W. Chase St., Hernando, FL 34442.

ARTICLE 11. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Eric D. Abel, 74 W. Chase Street, Hernando, Florida 34442.

ARTICLE 12. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. This power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote. Any rights conferred upon the shareholders shall be subject to this reservation.