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May 8, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: AMENDMENT OF ARTICLES; CHANGE OF NAME

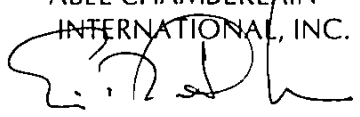
Enclosed, please find Articles of Amendment for Abel-Chamberlain International, Inc., as follows:

An amendment to the Articles of Incorporation of Abel-Chamberlain International, Inc. to change its Article 3, regarding transfer restrictions.

Please file this amendment at your convenience. The fee for this amendment is \$35.00. I would also request that you forward to me a certified copy of both documents, once filed, at \$52.50. Therefore, a check is enclosed for \$87.50 to pay the fees for this entire transaction.

If there are any questions or concerns, please call me.

Thank You,
ABEL-CHAMBERLAIN
INTERNATIONAL, INC.



Eric D. Abel
General Counsel

EDA:lb
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 13 AM 9:47

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*****87.50 *****87.50

Amend
MAY 20 1997

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 13 AM 9:47

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

1. The name of the corporation is **Abel-Chamberlain International, Inc.**
2. The Articles of Incorporation are hereby amended, as follows:
ARTICLE 3. 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."

3. The foregoing amendment was adopted on the 21st day of April, 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: 

Ralph L. Abel, President /Director
and 50% Shareholder

[SIGNATURES AND NOTARIES CONTINUED ON FOLLOWING PAGE]

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 11st day of ~~April~~ ^{May}, 1997, by Ralph L. Abel, as President of Abel-Chamberlain International, Inc., who is personally known to me.



SARAH JO E. LINNE
My Commission CC421621
Expires Jun. 20, 1997

Sarah Jo E. Linne
Notary Public

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

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 1 day of May, 1997, by Henry R. Chamberlain, as Secretary of Abel-Chamberlain International, Inc., who is personally known to me, or who produced _____ as identification..



ERIC D ABEL
My Commission CC430249
Expires Feb 19 1999
Bonded by ANB
800 852 5878

Eric D. Abel
Notary Public