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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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-05/13/97--01110--015  
\*\*\*\*\*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  
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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 <sup>May</sup>~~April~~, 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. 10, 1999  
Bonded by ANB  
800 852 5878

Eric D. Abel  
Notary Public