

NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.
P97000032519

WILL A. NASON (1924 - 1979)

ALAN L ARMOUR II
GARY N. GERSON
SUZANNE M. GLEIBER
ELAINE JOHNSON JAMES
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WEST PALM BEACH, FLORIDA 33401

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NATHAN E. NASON
MARK A. PACHMAN
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GREGORY L. SCOTT
JOHN WHITE II
THOMAS J. YEAGER

July 23, 1997

VIA FEDERAL EXPRESS

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

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Re: Vertex Precision Research, Inc. / Articles of Amendment
File No. 4000/11045

Dear Sir or Madam:

Enclosed herewith for filing is the original Articles of Amendment for the referenced corporation changing its name to "Vertex Precision, Inc.," as well as a check representing the \$35.00 filing fee and \$52.50 for a certified copy. *CAVE*

Should you have any questions regarding the enclosed amendment, please call me directly at (561) 471-3520.

Thank you for your assistance.

CORRECT

DATE

LOC. EXHIBIT

NASON, YEAGER, GERSON, WHITE &
LIOCE, P.A.

Georgina J. Popham
Legal Assistant

Enclosures: Amendment
Check

F:\DOCS\4000\11045\LSOS.AMEND.VERTEX.doc

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Spoke with
7/31
SENDING off to court

NC
10/6/97
8/11

NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.

ATTORNEYS AT LAW

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July 31, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attention: Karen, Amendment Section

Re: Vertex Precision, Inc. / Articles of Amendment / Affidavit
File No. 4000/11045

Dear Karen:

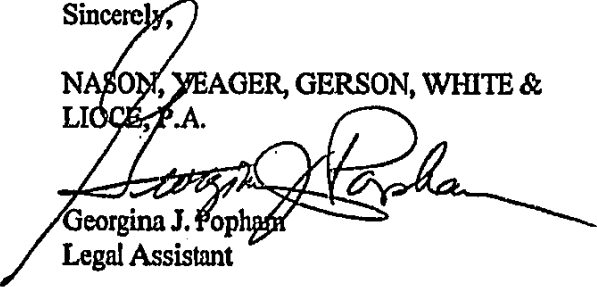
Pursuant to our telephone conversation of this date, I am enclosing herewith an Affidavit from Heidi Tetzlaff, as President of Vertex Precision, Inc. waiving its rights to retain the corporate name, "*Vertex Precision, Inc.*" for the statutory required 120-days. As we discussed, this document is to be attached to the Articles of Amendment to the Articles of Incorporation of Vertex Precision Research, Inc. to change its name to "*Vertex Precision, Inc.*"

If you have any questions regarding the foregoing, please call me directly at (561) 471-3520.

Thank you for your assistance.

Sincerely,

NASON, YEAGER, GERSON, WHITE &
LIOCE, P.A.


Georgina J. Popham
Legal Assistant

Enclosures: Affidavit

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AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Heidi R. Tetzlaff, ("Affiant") herein, who being by me first duly sworn, on oath, deposes and says:

1. Affiant is the President of Vertex Precision, Inc., a Florida corporation, organized and filed with the Florida Secretary of State on July 24, 1997 under Document No. P97000064010 whose business address is : 1012 - 8th Avenue South, Lake Worth, FL 33460.

2. On July 29, 1997, Affiant, by written authorization by the Board of Directors of the Corporation filed with the Florida Secretary of State, Division of Corporations, Articles of Voluntary Dissolution to dissolve the Corporation.

3. Affiant, by written authorization by the Board of Directors of the Corporation and pursuant to Sections 607.0402 and 607.0403, hereby waives the 120-day requirement for the exclusive use of the Corporation and hereby relinquishes the corporate name "Vertex Precision, Inc."

FURTHER AFFIANT SAYETH NAUGHT.

VERTEX PRECISION, INC., a Florida corporation

By: 
Heidi R. Tetzlaff, Vice President

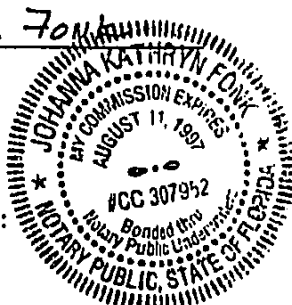
SWORN TO AND SUBSCRIBED before me this 29th day of July, 1997, by Heidi R. Tetzlaff, the President of Heidi R. Tetzlaff, a Florida corporation, on behalf of the corporation, who is personally known to me OR who produced _____ as identification.


Notary Signature

Johanna K. Fonk
Print Notary Name

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
VERTEX PRECISION RESEARCH, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, Vertex Precision Research, Inc., a Florida corporation, hereby amends its Articles of Incorporation, as follows:

RESOLVED that effective April 10, 1997, Article 1 is hereby amended to read:

"ARTICLE 1. - NAME

The name of the Corporation is VERTEX PRECISION, INC.,
(hereinafter, "Corporation")."

RESOLVED that effective April 10, 1997, Article 5 is hereby amended to read:

"ARTICLE 5. - OFFICERS

The officers of the Corporation shall be:

President:	Shawn A. Friedkin
Secretary/Treasurer:	Shawn A. Friedkin

RESOLVED that Effective April 10, 1997, Article 6 is hereby amended to read:

"ARTICLE 6. - DIRECTOR(S)

The Director(s) of the Corporation shall be:"

Shawn A. Friedkin
Lisa A. Friedkin

The foregoing Amendment to the Articles of Incorporation of was approved and adopted by the Board of Directors and the sole Shareholder entitled to vote on April 10, 1997 in accordance with Section 607.1006, Florida Statutes.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment this 10th day of April, 1997, pursuant to the approval and authority given by the Board of Directors and the Sole Shareholder at a meeting held on April 10, 1997.


Shawn A. Friedkin, President