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FILED
OCT -9 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
RECEIVED
OCT -9 PM 1:47

Amend

600002316666--7
-10/09/97-01100-018
***\$35.00 ***\$35.00

October 8, 1997

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Valencia Systems, Inc.

Dear Sir or Madam:

Enclosed please find the original and one photocopy of Articles of Amendment in connection with the above-referenced corporation, together with our check in the amount of \$35.00 in payment of the filing fee.

Please date-stamp the photocopy with the filing information and return it to our courier for forwarding to our office.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Maris J. Spear
Mrs. Marlis J. Spear
Legal Assistant

Name	<i>10/10/97</i>
Availability	<i>DOH</i>
Document Examiner	<i>DOH</i>
Updater	<i>DOH</i>
Update Verifier	<i>DOH</i>
Acknowledgment	<i>DOH</i>
W.P. Verifier	<i>DOH</i>

*Call
When Reading
681-9550
Jan. Early*

/mjs
Enclosures
cc: Terence F. Brennan, Esq

7:17AM 10/10/97

**AMENDMENT TO ARTICLES OF INCORPORATION
of
VALENCIA SYSTEMS, INC.**

FILED
97 OCT -9 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that the following Amendment to the Articles of Incorporation was approved by all of the members of the Board of Directors and all of the Shareholders of Valencia Systems, Inc. (the "Corporation") in a resolution executed as of the 24 day of October, 1997, in accordance with Chapter 607 of the Florida Statutes:

Article V of the Corporation's Articles of Incorporation shall be amended to read as follows:

"ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 2,000,000 shares of Common Stock, with a \$.01 par value per share."

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation of the aforesaid corporation have been executed by the President this 24 day of October, 1997.

VALENCIA SYSTEMS, INC.

By:


Steven R. Christle, President