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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****87.50 *****43.75

August 31, 1999

Division of Corporations
P O Box 6327
Tallahassee, FL 32314

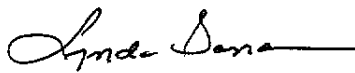
Gentlemen:

Enclosed is our check in the amount of \$87.50 and the Articles of Amendment changing the number of authorized shares to 100,000.

Please use the enclosed envelope to return approval copy.

Thank you.

Sincerely,


Lynda S. Sanders
Controller

Amend
9-15-99
MS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
C. L. I. INTERNATIONAL, INC.

CLERK OF STATE
TALLAHASSEE, FLORIDA

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FILED

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment of its articles of incorporation:

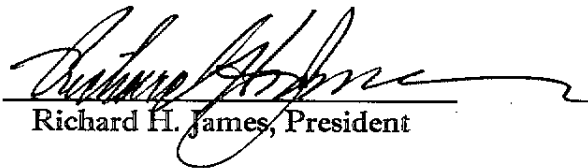
FIRST: Amendment Adopted: Article III – the maximum number of shares of stock this corporation is authorized to have outstanding any time is ONE HUNDRED THOUSAND (100,000) shares of common stock having a nominal or par value of \$.01 per share.

SECOND: The date of this amendment's adoption is August 31, 1999.

THIRD: Adoption of Amendments was approved by the shareholders. The number of votes for the amendment was sufficient for approval.

Signed this 31st day of August, 1999.

Signature:


Richard H. James, President