

AUG. 25. 1997

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NO. 383

P. 2/3

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8/25/97

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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: GREENSPOON MARDER HIRSCHFELD PARKIN ROSS & B

ACCT#: 076064003722

CONTACT: CINDY WILKINSON

PHONE: (954) 491-1120

FAX #: (954) 771-9264

NAME: LAI CONSULTING CORPORATION

AUDIT NUMBER.....H97000013986

DOC TYPE.....BASIC AMENDMENT

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NO.535 P.1/2

8/25/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: GREENSPOON MARDER HIRSCHFELD RAFFKIN ROSS & B
CONTACT: CINDY WILKINSON
PHONE: (954)491-1120

ACCT#: 076064003722

FAX #: (954)771-9264

NAME: IAI CONSULTING CORPORATION

AUDIT NUMBER.....H97000013986

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 25, 1997

IAI CONSULTING CORPORATION
1515 SOUTH FEDERAL HIGHWAY SUITE 121
BOCA RATON, FL

SUBJECT: IAI CONSULTING CORPORATION
REF: P97000052475

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Darlene Connell
Corporate Specialist

FAX Aud. #: H97000013986
Letter Number: 197A00042806

AUG. 25. 1997 4:57PM

NO. 583 P. 3/3
AUDIT NO. H97000013986

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
IAI CONSULTING CORPORATION**

The undersigned, Vice President and Secretary of IAI Consulting Corporation, a corporation organized under the laws of the State of Florida, hereby certifies as follows:

1. The original name of the corporation as it appears on the Certificate of Incorporation filed with the Secretary of the State of Florida on the 13th day of June, 1997, was IAI Consulting Corporation.

2. That at a special meeting of the Board of Directors of said corporation held on the 8th day of August, 1997, the Board of Directors unanimously resolved that the Amendment to the Certificate of Incorporation as contained herein be presented to the stockholders of the corporation for their action.

3. That at a special meeting of the stockholders of said corporation held on the 15th day of August, 1997, the stockholders of the corporation unanimously approved the proposed Amendment to the Certificate of Incorporation contained herein.

4. The recommended Resolution of the Board of Directors, the same being the Amendment unanimously approved by the stockholders of said corporation, is as follows:

RESOLVED, that the corporation's name, IAI Consulting Corporation, be changed to IAI Corporation, and that said name be used by the corporation as its corporate name, subsequent to its filing in the office of the Secretary of State of the State of Florida.

WHEREOF, the corporation has caused this Certificate to be signed and executed by its Vice President and Secretary, this 21 day of August, 1997.

IAI CONSULTING CORPORATION

By:


Herbert P. Goertz, Vice President/Secretary

G:\GB\3738\3738021A.COA

Gregory J. Blodig, Esq.
Greenspoon, Marder et al
100 W. Cypress Creek Blvd., #700
Ft. Lauderdale, FL 33309
(954) 491-1120
Fla. Bar #274062

AUDIT NO. H97000013986

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