



THE UNITED STATES
CORPORATION
COMPANY

P97000052723

98 JAN 16 AM 9:12

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 671180 7139839

AUTHORIZATION :

COST LIMIT :

\$ 43.75

Patricia P. Smith

ORDER DATE : January 15, 1998

ORDER TIME : 5:11 PM

ORDER NO. : 671180-005

CUSTOMER NO: 7139839

CUSTOMER: Ms. Frances M. Carpenter
Esi Energy, Inc.
Suite 600
11760 Us Highway One
North Palm Beac, FL 33408

700002402527--5

DOMESTIC AMENDMENT FILING

NAME: ESI DEVCO NORTHEAST, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

FILED
98 JAN 16 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/16
Jon
Name
change
CUS.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ESI DEVCO NORTHEAST, INC.

FILED
98 JAN 16 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **ESI Devco Northeast, inc.**

ARTICLE II

The Articles of Incorporation of the Corporation are being amended to change the name of the Corporation. To accomplish such amendment, Article I of the Corporation's Articles of Incorporation is hereby amended to read as follows:

"The name of the Corporation is **ESI Tehachapi Acquisitions, Inc.**"

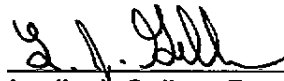
ARTICLE III

The amendment was adopted on January 14, 1998, by written consent of ESI Energy, Inc. as the holder of all of the shares of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, ESI Devco Northeast, Inc. has caused these Articles of Amendment to be executed by its President and its Secretary on January 14, 1998.

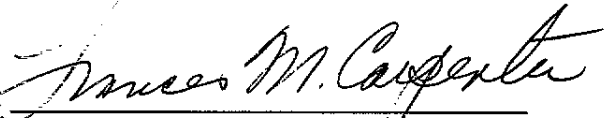
ESI DEVCO NORTHEAST, INC.

By:



Leslie J. Gelber, President

By:



Frances M. Carpenter, Secretary

ESI DEVCO NORTHEAST, INC.

**CONSENT OF SHAREHOLDER
IN LIEU OF MEETING**

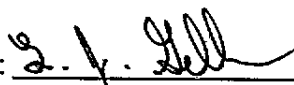
The undersigned, the holder of record of all of the outstanding shares of capital stock of ESI Devco Northeast, Inc., a Florida corporation (the Corporation), hereby consents to and adopts the following resolution, effective on and as of the date set forth below:

RESOLVED, that Article 1 of the Articles of Incorporation of the Corporation is amended to read as follows:

"The name of the Corporation is Techachapi Acquisitions, Inc."

Dated: January 14, 1998

ESI ENERGY, INC.

By: 

Leslie J. Gelber
President