



P97000096845

ACCOUNT NO. : 072100000032

REFERENCE : 620333 3487A

AUTHORIZATION :

COST LIMIT : \$ 35.00

*Patricia Puyot*

ORDER DATE : December 3, 1997

ORDER TIME : 10:16 AM

ORDER NO. : 620333-005

CUSTOMER NO: 3487A

CUSTOMER: Robert E. Messick, Esq  
Icard Merrill Cullis Timm  
2033 Main Street, Suite 101  
P. O. Drawer 4195  
Sarasota, FL 34237

600002361986-- 3

DOMESTIC AMENDMENT FILING

NAME: 198, 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  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

*Amendment  
12/3/97  
SL*

FILED  
97 DEC -3 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 DEC -3 AM 11:29  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
198, INC.

FILED  
97 DEC -3 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

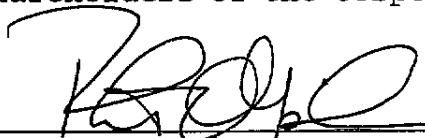
1. The following amendment to Article 6 of the Articles of Incorporation, is adopted by the undersigned as the initial and sole Incorporator of the Corporation on December 1, 1997, in the manner prescribed by Sections 607.1001, 607.1005 and 607.1006 of the Florida Business Corporation Act and prior to issuance of shares in said Corporation:

**Article 6 - SHARES (CAPITAL STOCK)**

This Corporation is authorized to issue 50,000 shares of Voting Common Stock.

2. These Article of Amendment are filed by the sole Incorporator of the Corporation, Robert E. Messick, prior to issuance of shares in the Corporation and prior to the initial meeting of either the Directors or Shareholders of the Corporation.

Dated December 1, 1997.

  
ROBERT E. MESSICK,  
as sole Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Robert E. Messick as sole incorporator of 198, Inc., who is to me well known to be the person described in and who subscribed the above Articles of Amendment to the Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same on behalf of the said corporation and for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at 2033 Main Street, Sarasota, Florida, this 1 day of December, 1997.

My Commission Expires:

  
Notary Public

Mary B. Schroeder  
MY COMMISSION # 00487133 EXPIRES  
August 16, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.