



THE UNITED STATES  
CORPORATION  
COMPANY

P97000098344

ACCOUNT NO. : 072100000032

REFERENCE : 700500 4656E

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 10, 1998

ORDER TIME : 10:18 AM

ORDER NO. : 700500-005

CUSTOMER NO: 4656E

CUSTOMER: Michele J. Turton, Legal Asst  
Greenberg Traurig Hoffman  
Suite 2050  
111 North Orange Avenue  
Orlando, FL 32801

name  
change  
400002426454--7  
-02/10/98--01033--017  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

DOMESTIC AMENDMENT FILING

NAME: APOLLO LEASING, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED  
98 FEB 10 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 FEB 10 AM 10:48  
DIVISION OF CORPORATION

Name	Don
Availability	2/10/98
Document	Don
Exhibit	Don
Update	Don
Acknowledgement	Don
Copy	Don
Copy	Don

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
APOLLO LEASING, INC.**

FILED  
98 FEB 10 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**FIRST:** Article I of the articles of incorporation of the corporation is amended to read as follows:

**ARTICLE I - NAME**

The name of this corporation is **APOLLO ACQUISITION III, INC.**

**SECOND:** The date of the adoption of the amendment is February 9, 1998.

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

**IN WITNESS WHEREOF**, the undersigned president of this corporation has executed these articles of amendment this \_\_\_\_ day of February, 1998.

By:   
Name: David W. Clarke  
Title: President

**APOLLO LEASING, INC.  
WRITTEN ACTION OF THE SOLE SHAREHOLDER  
WITHOUT A MEETING**

**THE UNDERSIGNED**, being the sole shareholder of APOLLO LEASING, INC., a Florida corporation ( the "Corporation"), hereby takes the following actions in lieu of holding a meeting, pursuant to the provisions of Section 607.0704 of the Florida Statutes:

**WHEREAS**, the sole shareholder of the Corporation deems it to be in the best interests of the Corporation to change the name of the Corporation to "Apollo Acquisition III, Inc."

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the sole shareholder does hereby authorize, adopt and approve an amendment to the Corporation's articles of incorporation to change the name from Apollo Leasing, Inc. to "Apollo Acquisition III, Inc." and may do any and all things that may be necessary to effectuate the foregoing resolution; and

**BE IT FURTHER RESOLVED**, that the proper officers of the Corporation be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Corporation, to make all such arrangements, to do and perform all such acts and things, and to make, execute, and deliver all such agreements, certificates and such other instruments and documents as they may deem necessary, advisable, or appropriate in order to fully effectuate or to carry out the purpose and intent of the foregoing resolutions and the transactions contemplated by the amendment.

**IN WITNESS WHEREOF**, the undersigned has executed this instrument as of and effective the 9th day of February, 1998.

**APOLLO INTERNATIONAL OF DELAWARE, INC.  
SOLE SHAREHOLDER**

By: Stuart M. Frank  
Name: STUART FRANK  
Title: PRESIDENT

**APOLLO LEASING, INC.  
WRITTEN ACTION OF THE BOARD OF DIRECTORS  
WITHOUT A MEETING**

**THE UNDERSIGNED**, being the directors of APOLLO LEASING, INC., a Florida corporation ( the "Corporation"), hereby take the following actions in lieu of holding a meeting, pursuant to the provisions of Section 607.0821 of the Florida Statutes:

**WHEREAS**, the Board of Directors of the Corporation deems it to be in the best interests of the Corporation to change the name of the Corporation to "Apollo Acquisition III, Inc."

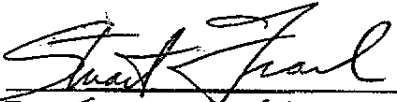
**NOW, THEREFORE, BE IT**

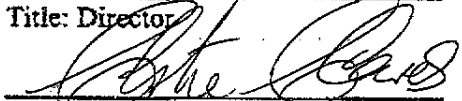
**RESOLVED**, that the Board of Directors does hereby authorize, adopt and approve an amendment to the Corporation's articles of incorporation to change the name from Apollo Leasing, Inc. to "Apollo Acquisition III, Inc." and may do any and all things that may be necessary to effectuate the foregoing resolution; and


**BE IT FURTHER RESOLVED**, that the proper officers of the Corporation be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Corporation, to make all such arrangements, to do and perform all such acts and things, and to make, execute, and deliver all such agreements, certificates and such other instruments and documents as they may deem necessary, advisable, or appropriate in order to fully effectuate or to carry out the purpose and intent of the foregoing resolutions and the transactions contemplated by the amendment; and

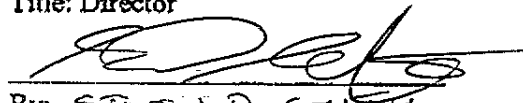
**RESOLVED**, that this written action may be executed in multiple counterparts, each of which shall be deemed an original and all of which together shall be deemed one and the same instrument.

**IN WITNESS WHEREOF**, the undersigned have executed this instrument as of and effective the 9th day of February, 1998.

  
By: STUART FRANK  
Title: Director

  
By: CHRISTINE CLEWES  
Title: Director

  
By: DAVID CLARKE  
Title: Director

  
By: STEVEN D. SMITH  
Title: Director