

LOBRANO & KINCAID, P.A.

ATTORNEYS AND COUNSELLORS

ONE INDEPENDENT DRIVE — SUITE 1650

JACKSONVILLE, FLORIDA 32202

STEPHEN D. LOBRANO

HARRY G. KINCAID

HOPE ADAMS SELEY

WYCKE HAMPTON*

TELEPHONE (904) 359-2100

FACSIMILE (904) 353-1332

*ALSO ADMITTED IN
STATE OF GEORGIA

P98 000000 1547

August 13, 1998

VIA U.S. MAIL

Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

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-08/17/98--01132--011

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**Re: Amendment of Articles of Incorporation
of Thermal Dynamics of America Incorporated**

Dear Madam or Sir:

Enclosed for filing with your office, please find one (1) original Amendment to Articles of Incorporation of Thermal Dynamics of America Incorporated. Also enclosed is our firm check in the amount of \$87.50 to cover the filing and certified copy fees for the same.

Please remit one (1) certified copy of the Amendment to the Articles of Incorporation to the undersigned once they have been appropriately filed.

If you have any questions, please contact me immediately.

Sincerely,



Wycke Hampton

WH/wh

Enclosures:

FILED
98 AUG 17 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WH
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308 Amend
*cert copy
8-17-98

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
THERMAL DYNAMICS OF AMERICA INCORPORATED**

We, the undersigned, being the President and Secretary of **THERMAL DYNAMICS OF AMERICA INCORPORATED**, a Florida corporation, hereby certify that the following Amendments were unanimously adopted by the Shareholders and Board of Directors of the corporation at the Special Joint Meeting of the Shareholders and Board of Directors which was held on August 12, 1998.

1. **ARTICLE VII, Capital Stock** . shall be amended to read as follows:

**"Article VII.
Capital Stock**

The Corporation may issue Common Voting Stock and Common Non-Voting Stock. The total number of shares of Common Voting Stock which this corporation is authorized to have outstanding at any one time is Two Hundred Thousand (200,000) shares with each share having a par value of \$0.01 per share. The total number of shares of Common Non-Voting Stock which this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares with each share having a par value of \$0.01 per share. The holder of any share of Common Non-Voting Stock shall not be entitled to vote on any issue which is properly submitted to a vote at a meeting of shareholders. Except with regard to voting rights, the Common Voting Stock and the Common Non-Voting Stock of the corporation shall in all respects possess identical rights and privileges with regard to distribution and liquidation proceeds and all other rights and privileges."

2. The following new **ARTICLE XIII, Recapitalization**, shall be added to the Articles of Incorporation:


**"Article XIII
Recapitalization**

Upon the approval by the shareholders of the Articles of Amendment to the Article of Incorporation, each 150,000 shares of issued and outstanding capital stock of the corporation shall be converted into one (1) share Common Voting Stock, par value \$0.01, of the corporation."

FILED

3. In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

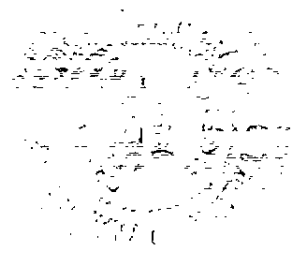
IN WITNESS WHEREOF, we hereby set our hands and seals this 12th day of August, 1998.


HERMAN H. HALL, II, Secretary

Attest:


ROBERT W. MANN, President

(Corporate Seal)



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98 AUG 17 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA