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FILED
99 JUL 16 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEFAX (561) 489-4906

July 12, 1999

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-07/16/99-01076-006
*****35.00 *****35.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

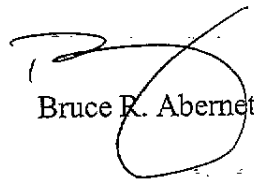
Dear Sirs:

Enclosed for filing please find Articles of Amendment to the Articles of Incorporation of The Greenman Service Corporation.

We would appreciate your hand filing the Articles of Amendment to Articles of Incorporation of The Greenman Service Corporation and returning the filing acknowledgment to my attention. Our check made payable to the Division of Corporations in the amount of \$35.00 is enclosed for the filing fees.

Please bill us for your services in this matter.

Sincerely,


Bruce R. Abernethy, Jr.

BRA/jlb
Enclosures

N/C

V. SHEPARD JUL 21 1999

ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF THE GREENMAN SERVICE CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is The Greenman Service Corporation.

2. The text of each of the amendments is as follows:

A. Article I ("Name") is amended to reflect the following new name of the Corporation: GP MANAGEMENT SERVICES, INC.

3. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

4. The amendment set forth herein was adopted by the Corporation on the 30 day of June, 1998.

5. The amendments set forth herein were approved by the sole shareholder in accordance with Section 607.1006 at a duly convened shareholders meeting of even date herewith.

DATED this 30 day of June, 1998.

ATTEST:

THE GREENMAN SERVICE CORPORATION

By: Peter Greenman
Peter Greenman, Secretary

By: Elinore Greenman
Elinore Greenman, President

STATE OF New York
COUNTY OF Suffolk

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ELINORE GREENMAN and PETER GREENMAN, who are known to be the President and Secretary of THE GREENMAN SERVICE CORPORATION. They are personally known to me or have produced valid identification and did take an oath, and they executed the foregoing instrument and acknowledged to and before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of June, 1998.

Lillian Brueckner
NOTARY PUBLIC

Lillian Brueckner
PRINTED NAME OF NOTARY

MY COMMISSION EXPIRES: _____

LILLIAN BRUECKNER
Notary Public, State of New York
No. 4835460
Qualified in Suffolk County
Commission Expires January 10, 2000