PORTURE & SHOWERS, RAPOUND ATTORNEYS AT LAW

JAMES P. HINES RANDY MILLER CHRISTOPHER H. NORMAN JAMES P. HINES, JR. STEPHEN C. SULLIVAN HYDE PARK PROFESSIONAL CENTER 315 SOUTH HYDE PARK AVENUE TAMPA, FLORIDA 33606

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

(813) 251-8659 FAX (813) 254-6153

July 16, 1998

900002592959—8 -07/20798--01060--009 *****35.00 *****35.00

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

Re: Amendment of Articles of Incorporation of SCHUMAKER & ASSOCIATES, INC.

Dear Sir or Madam:

Enclosed herewith is an original and one copy of an Amendment of Articles Of Incorporation for the above-referenced corporation, and a check in the amount of \$35.00 to cover the cost of filing the same.

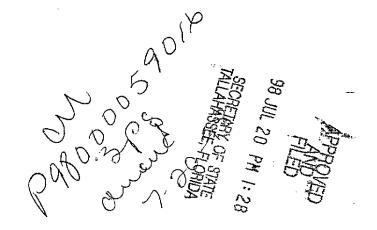
Please file the original Amendment and return the copy of the Amendment to us. If you have any questions regarding this matter, please contact us.

Very truly yours,

Christopher H. Norman

CHN:jfb Enclosures

cc: Jeffery S. Slowgrove (w/encls.)
Hal W. Schumaker (w/encls.)



AMENDMENT TO ARTICLES OF INCORPORATION OF SCHUMAKER & ASSOCIATES, INC.

WHEREAS, Christopher H. Norman ("the Incorporator") is the sole incorporator of SCHUMAKER & ASSOCIATES, INC. ("the Corporation"); and

WHEREAS, the Incorporator has not assigned its rights to the Corporation; and

WHEREAS, the Incorporator has not caused the Corporation to elect its initial Board of Directors or to issue any shares of capital stock; and

WHEREAS, this Amendment To Articles Of Incorporation is being adopted by the Incorporator pursuant to Florida Statute Section 607.1005, and therefore, the approval of the Corporation's stockholders is not required.

NOW, THEREFORE, pursuant to, and as permitted by, Florida Statute Section 607.1005, the Articles Of Incorporation of SCHUMAKER & ASSOCIATES, INC. are hereby amended as follows:

Article III shall be deleted in its entirety and the Article III shall be inserted in lieu thereof:

ARTICLE III Capital Stock

The total number of shares of capital stock authorized to be issued by the Corporation shall be 100,000 shares having a par value of \$.01 per share. Each of the said shares of stock shall entitle the holder thereof to one (I) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock then issued shall be paid for and shall be nonassessable. The Corporation elects to have preemptive rights pursuant to Section 607.0630 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned person, who constitutes the sole incorporator of SCHUMAKER & ASSOCIATES, INC., has executed this Amendment To Articles Of Incorporation, on the 1646 day of July, 1998.

Christopher H. Norman, Sole Incorporator

STATE OF FLORIDA COUNTY OF HILLSOBOROUGH

On this 16th day of July, 1998, before me the undersigned officer, personally appeared, CHRISTOPHER н. NORMAN, incorporator of SCHUMAKER & ASSOCIATES, INC., who:

is personally known to me to be the individual described in, and who executed, the foregoing Amendment to Articles of Incorporation and who did did not (Circle One) take an oath.

[] is not personally known to me, but provided Driver's License ____ as proof that he is the individual described in, and who executed, the foregoing Amendment to Articles of Incorporation and who did/did not (Circle One) take an oath.

JEAN FITZSIMMONS-BROWN MY COMMISSION # CC430551 EXPIRES December 29, 1998 BONDED THRU TROY FAIN INSURANCE, INC.

Jean Fitzsimmons Scour Notary Public (Signature)

Jean Firsimmons Brown Notary Public (Printed Name)