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KAREN O. GAFFNEY, P.A.

ATTORNEY AT LAW

221 WEST MAIN STREET • SUITE D
INVERNESS, FLORIDA 34450

KAREN O. GAFFNEY

October 15, 1999

TELEPHONE
352 / 726-9222

FAX
352 / 726-2124

Corporate Records Bureau
Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399.

700003017257--4
-10/18/99-01103-016
*****35.00 *****35.00

RE: Actuation and Valve Technologies, Inc.

Gentlemen:

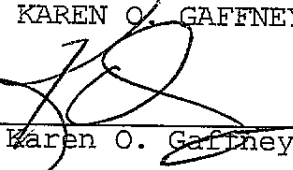
Enclosed is an original and one copy of Articles of Amendment of Actuation and Valve Technologies, Inc. to you for filing with your office. Also, enclosed is a check in the amount of \$35.00 to file the Amendment.

Thank you so much for your assistance in this matter.

Yours truly,

KAREN O. GAFFNEY, P. A.

By:


Karen O. Gaffney

KOG/eve
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 18 PM 4:20

FILED

Amend

T. LEWIS OCT 25 1999

FILED
99 OCT 18 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF ACTUATION AND VALVE TECHNOLOGIES, INC.

The Articles of Incorporation of Actuation and Valve Technologies, Inc., are hereby amended by unanimous vote of all shareholders of the corporation which vote is sufficient under the Articles of Incorporation and by affirmative vote of the Board of Directors at a meeting duly constituted wherein the following previously filed with the Secretary of State are amended as follows:

ARTICLE I.

NAME

The name of the corporation is Actuation and Valve Technologies, INC.

ARTICLE V.

REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation shall be 221 West Main Street, Suite D, Inverness, Florida 34450 and the name of the corporation's registered agent at that address is Karen O. Gaffney.

ARTICLE VI.

PRINCIPAL OFFICE

The address of the corporation's principal office is 9416 E. Southgate Drive, Inverness, Florida 34450.

IN WITNESS WHEREOF, I have, the undersigned officer and director of this corporation have executed these Articles of

Amendment to the Articles of Incorporation this 13 day of October, 1999.


Brian J. Wheeler, President

STATE OF FLORIDA

COUNTY OF CITRUS


The foregoing instrument was acknowledged before me this the 13 day of October, 1999, by Brian J. Wheeler, who is personally known to me or who did produce _____ as identification, and who did not take an oath.


Notary Public

Printed name Evelyn J. Gish

Commission Expires _____

Commission Number _____

 EVELYN J. GISH
COMMISSION # CC 547814
EXPIRES APR 16, 2000
BONDED THRU
ATLANTIC BONDING CO., INC

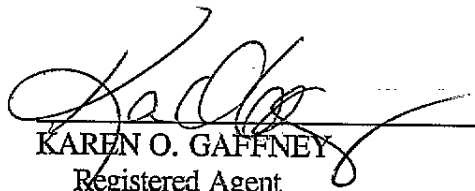
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - ACTUATION AND VALVE TECHNOLOGIES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Amended Articles of Incorporation, as City of Inverness, County of Citrus, has named KAREN O. GAFFNEY, located at 221 West Main Street, Suite D, City of Inverness, State of Florida 34446, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


KAREN O. GAFFNEY
Registered Agent