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CLIENT/MATTER NUMBER
046345-0101

December 27, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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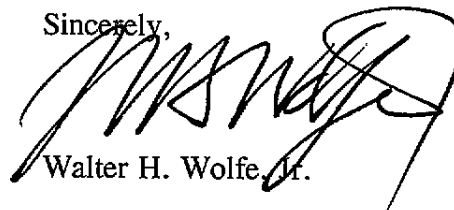
Re: Chatham Manufacturing Corporation

To Whom It May Concern:

Enclosed herewith please find the original and one photocopy of the Articles of Amendment to Articles of Incorporation of Chatham Manufacturing Corp., along with the Corporation's check for \$35.00 to cover the filing fee. Please return the date-stamped copy to this office.

Thank you for your assistance.

Sincerely,


Walter H. Wolfe, Jr.

Enclosure(s)

Amend

FILED
99 DEC 29 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V. SHEPARD JAN 11 2000

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ESTABLISHED 1842

A MEMBER OF GLOBALEX WITH MEMBER OFFICES IN BERLIN, BRUSSELS, DRESDEN, FRANKFURT, LONDON, SINGAPORE, STOCKHOLM AND STUTTGART

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CHATHAM MANUFACTURING CORP.**

FILED
99 DEC 29 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

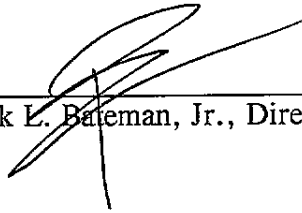
The Articles of Incorporation of Chatham Manufacturing Corp. were amended by the Corporation's board of directors on September 22, 1999. The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to F.S. 607.0602.

1. The name of the Corporation is Chatham Manufacturing Corp.
2. Article III of the Articles of Incorporation of Chatham Manufacturing Corp. was amended as follows:

"The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock, of which seventy-four (74) shares shall be designated as Class A Voting Stock and twenty-six (26) shares shall be designated as Class B Non-Voting Stock. All actions to be taken by the Corporation shall be subject to a majority vote of the holders of the Class A Voting Stock. The holders of the Class B Non-Voting Stock shall not be entitled to vote on or consent to any action taken by the Corporation. Except for voting rights, both Class A Voting Stock and Class B Non-Voting Stock shall have equal rights with respect to any distribution of dividends or assets of the Corporation."

3. The foregoing Articles of Amendment to Articles of Incorporation were duly adopted by the board of directors on September 22, 1999.

IN WITNESS WHEREOF, the undersigned Director of this Corporation has executed these Articles of Amendment on 9/22/99.



Frederick L. Bateman, Jr., Director