

P99 000017761
G. Stephen Manning, P.A.

9471 BAYMEADOWS ROAD, SUITE 104
JACKSONVILLE, FLORIDA 32256

STEVE MANNING
MEMBER FL AND KY BARS

PLEASE REPLY TO:
POST OFFICE BOX 550908
JACKSONVILLE, FLORIDA 32255-0908

TELEPHONE
(904) 739-8223

TELECOPIER
(904) 739-9378

MOBILE
(904) 463-2205

May 14, 1999

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

**RE: Articles of Amendment of Peerless Metals Management, Inc./
Change of Name to NAMCO Metals Management, Inc.**

Dear Sir/Madam:

Enclosed for filing is an original and one (1) copy of the executed Articles of Amendment for Peerless Metals Management, Inc. Also enclosed is a check in the amount of \$35.00 for the filing fee.

Please call me should any additional information be required or should you have any questions concerning these documents.

Sincerely,


G. Stephen Manning

GSM/mlo

7000002877717-8
-05/17/99-01125-014
*****35.00 *****35.00

FILED
99 MAY 17 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NO
MAY 25 1999

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
FOR PEERLESS METALS MANAGEMENT, INC.

Pursuant to Florida Statutes Section 607.1006, the undersigned officers of Peerless Metals Management, Inc. (the "Corporation") described herein hereby submits the following amendment to the Corporation's Articles of Incorporation to the Florida Department of State.

1. The date of incorporation of the Corporation is February 22, 1999.
2. The name of the corporation before amendment was Peerless Metals Management, Inc.
3. The name of the Corporation after amendment will be NAMCO Metals Management, Inc.
4. The text of this amendment as adopted is as follows:

The name of this Corporation is NAMCO Metals Management, Inc.

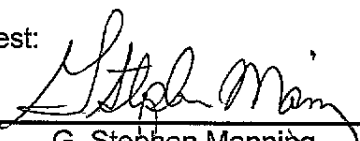
5. The date of adoption of this amendment is May 14, 1999.
6. This amendment was adopted by the Board of Directors. This amendment was adopted by the incorporator before the issuance of shares. Shareholder action was not required.
7. This amendment will be effective upon filing.
8. The manner of the adoption of the Article of Amendment and the vote by which it was adopted constitute full legal compliance with the provisions of applicable law, the Corporation's Articles of Incorporation and the corporation's Bylaws.

I hereby verify subject to the penalties of perjury that the statements contained are true this 14th day of May, 1999.

PEERLESS METALS MANAGEMENT, INC.

By: 
Kevin R. Kohn, Its President

Attest:


G. Stephen Manning
Corporate Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of May, 1999 by Kevin R. Kohn and G. Stephen Manning, President and Secretary/Incorporator respectively, of Peerless Metals Management, Inc., a Florida corporation, on behalf of the corporation.


Notary Public, State of Florida at Large

My Commission Expires: 10-4-02



Michelle O'Rourke
My Commission CC780105
Expires October 4, 2002

FILED
MAY 17 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Director's Consent


The following persons, being all of the Directors of Peerless Metals Management, Inc., do hereby consent and agree to these Amended Articles of Incorporation and the corporate name change set forth herein.


Kevin R. Kohn, Director


G. Stephen Manning, Director

Incorporator's Consent

G. Stephen Manning as incorporator of Peerless Metals Management, Inc., does hereby consent and agree to these Amended Articles of Incorporation and the corporate name change set forth herein.


G. Stephen Manning, Incorporator