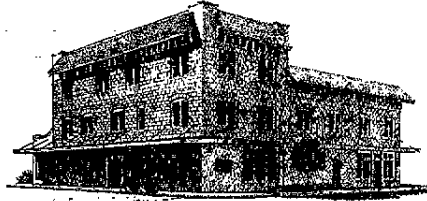


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HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.

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Bradenton, Florida 34205-7504
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THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NELON KIRKLAND
WESTON F. SMITH



Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400

Fax: (941) 746-9229

July 8, 1999

Florida Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

000002929070--7
-07/12/99-01120-019
*****43.75 *****43.75

Re: McDonnell-Gregory, Inc.

Ladies or Gentlemen:

Enclosed, in duplicate, is the Amendment to the Articles of Incorporation for the above captioned corporation together with our firm check in the amount of \$43.75 representing the filing fee and the charge for a certified copy of the Amendment.

Subsequent to filing of the enclosed Amendment, please forward the certified copy to me at the above letterhead address. Thank you for your cooperation in this matter.

Very truly yours,

HARRISON, HENDRICKSON,
DOUGLASS & KIRKLAND, P.A.

By: Thomas W. Harrison
Thomas W. Harrison

TWH:gb
Enclosures

FILED
99 JUL 12 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
NR \$
7/16

AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

McDONNELL-GREGORY, INC.

FILED
99 JUL 12 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned who is the sole Incorporator of McDONNELL-GREGORY, INC., a corporation organized under the laws of the State of Florida, hereby certifies:

1. That the name of the corporation is McDONNELL-GREGORY, INC.

2. The Articles of Incorporation of said corporation are hereby amended by deleting all words and figures contained in Article V - Section 3 and inserting the following in place and stead thereof:

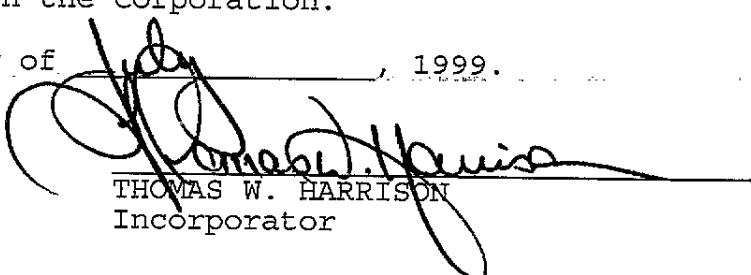
ARTICLE V - BOARD OF DIRECTORS

The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

2. In all other respects the Articles of Incorporation are ratified, reaffirmed and remain unchanged.

3. The above Amendment to the Articles of Incorporation of McDONNELL-GREGORY, INC. is made by the sole Incorporator pursuant to Florida Statute Section 607.1005 as there has not yet been any shares of stock issued in the Corporation.

Dated the 8 day of July, 1999.


THOMAS W. HARRISON
Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 8th
day of July, 1999, by THOMAS W. HARRISON, as
Incorporator for McDONNELL-GREGORY, INC., a Florida corporation,

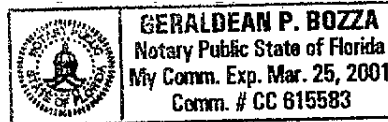
✓ who is personally known to me,
who produced _____ as
identification,

and who acknowledged before me that he executed the same freely and
voluntarily for the purposes therein expressed under authority duly
vested in him by said corporation and he affixed thereto the
official seal of said corporation.

WITNESS my hand and official seal in the State and County last
aforesaid, this 8 day of July, 1999.

Gerald P. Bozza
Notary Public

My Commission Expires:



H:\G_BOZZA\CORP\AMENDMENT.ART