



CUMBERLAND
HOLDINGS, INC.

594652

4311 West Waters
Suite 501
Tampa, FL 33614
813/885-2112
FAX: 813/885-6734

January 17, 1997

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

Via U.S. Mail

RE: Articles of Amendment for Cumberland Holdings, Inc.

Dear Division of Corporations:

600002063666--2
-01/21/97--01068--019
****245.00 ****245.00

Enclosed please find the following:

- Articles of Amendment to the Articles of Incorporation of Cumberland Holdings, Inc. for filing.
- Copy of Name Reservation letter, citing reservation number R96000005682.
- Filing Fee - \$35.00
- Certified copies fee - \$210.00 (four certified copies x \$52.50)

Should you have any questions regarding this matter please telephone the undersigned at (813) 889-4003.

Sincerely yours,

SLHRL
Edward C. Rood

ECR/baj

Enclosures

NC
SH/30

FILED
97 JAN 30 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1997

Edward C. Rood
Cumberland Holdings, Inc.
4311 W. Waters, Suite 501
Tampa, FL 33614

SUBJECT: CUMBERLAND HOLDINGS, INC.
Ref. Number: S94652

We have received your document for CUMBERLAND HOLDINGS, INC. and your check(s) totaling \$245.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an original signature on the amendment. We cannot accept a photocopy.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 797A00004346



**CUMBERLAND
HOLDINGS, INC.**

4311 West Waters
Suite 501
Tampa, FL 33614
813/885-2112
FAX: 813/885-6734

January 29, 1997

**Mr. Steve Harris
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399**

Via UPS Next Day Air

RE: Revised Articles of Amendment for Cumberland Holdings, Inc.

Dear Mr. Harris:

Enclosed please find the revised Articles of Amendment for Cumberland Holdings, Inc. along with an overnight UPS shipping document for the return of the certified certificates per our request.

Should you have any questions, please contact me at (813) 889-4003.

Thank you for your assistance in this matter.

Sincerely yours,


Edward C. Rood

ECR/baj

Enclosure

ARTICLES OF AMENDMENT

I. Corporation Name:

CUMBERLAND HOLDINGS, INC.

II. Text of Amendment Adopted:

Article I of the Articles of Incorporation is hereby amended to read in its entirety as follows:

ARTICLE I

The name of this Corporation is **CUMBERLAND TECHNOLOGIES, INC.** and the mailing address of this Corporation is 4311 West Waters Avenue, Suite 501, Tampa, Florida 33614.

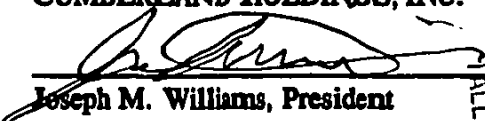
III. Process of Approval by the Shareholder:

In accordance with Section 607.1003, Florida Statutes, this amendment was adopted pursuant to a Resolution adopted by the Board of Directors and approved by written consent of the majority shareholder of Cumberland Holdings, Inc. who owns 67.1% of all the issued and outstanding Common Stock of Cumberland Holdings, Inc. which represents the requisite number of shares needed for shareholder approval.

IV. Date of the Amendment's Adoption: December 3RD, 1996

CUMBERLAND HOLDINGS, INC.

DATED: DECEMBER 3, 1996


Joseph M. Williams, President

FILED
97 JAN 30 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA