596651



ACCOUNT NO. : 072100000032

REFERENCE :

688592

4307439

AUTHORIZATION

å 2E 00

COST LIMIT : \$ 35.00

ORDER DATE : January 30, 1998

ORDER TIME : 1:28 PM

ORDER NO. : 688592-005

CUSTOMER NO:

4307439

CUSTOMER: Mr. Karl Thalher

Reed, Smith, Shaw & Mcclay

2500 One Liberty Pl. 1650 Market Street

Philadelphia, PA 19103

RECEIVED
98 JAN 30 PM 4: 22

000002417670--3

DOMESTIC AMENDMENT FILING

NAME:

LAING INTERNATIONAL

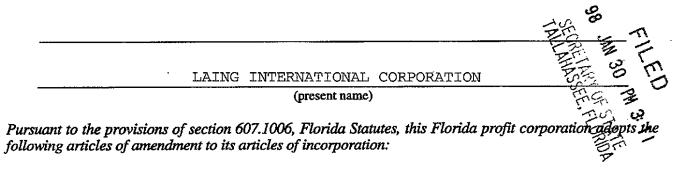
CORPORATION

| EFFICTIVE DATE: |
|--|
| XX ARTICLES OF AMENDMENT 2 G8 RESTATED ARTICLES OF INCORPORATION Exercise 0 4 |
| PLEASE RETURN THE FOLLOWING AN OROCH OF FILING: |
| CERTIFIED CORVERING CORTANDING CERTIFICATE OF CODESTANDING CORTANDING CORTAND |
| CONTACT PERSON: Deborah Schroder |

EXAMINER'S INITIALS:



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

AMEND ARTICLE IV AS FOLLOWS:

THE CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF COMMON STOCK OF \$1.00 PAR VALUE.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

| THIRD: T | he date of each amendment's adoption: December 3 = 1997. | |
|---|--|--|
| FOURTH: Adoption of Amendment(s) (CHECK ONE) | | |
| Q | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. | |
| 0 | The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): | |
| | "The number of votes cast for the amendment(s) was/were sufficient for approval by | |
| | The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. | |
| | The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. | |
| Signed this 3 th day of 1000m beer, 1997. | | |
| (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) | | |
| OR | | |
| (By a director if adopted by the directors) | | |
| OR | | |
| (By an incorporator if adopted by the incorporators) | | |
| Michael T. Laing Typed or printed name | | |
| | President Title | |