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V11203

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*****87.50 *****87.50

March 18, 1997

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

Re: HAISMAN & APPLGATE, INC.

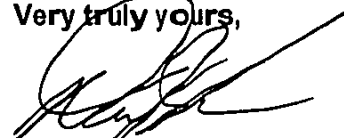
Gentlemen:


Enclosed please find the original and one copy of Articles of Amendment for the above, along with a check in the amount of \$87.50, to cover the appropriate fees.

When filed, please return the certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,


Dennis J. Lumsden

 V11203
NC Amendment
* Certified Copy
3,200.97

APPROVED
AND
FILED
97 MAR 20 PM 1:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF AMENDMENT
-of the-
ARTICLES OF INCORPORATION
-of-
HAISMAN & APPLGATE, INC.**

The undersigned, being the President and Secretary of HAISMAN & APPLGATE, INC., hereby certify that:

1. The name of the Corporation is HAISMAN & APPLGATE, INC.

2. The manner in which this Amendment to the Articles of Incorporation was authorized, was by the Unanimous Written Consent of the Board of Directors of the Corporation, effective March 18, 1997, followed by the Unanimous Written Consent of the holders of all of the issued and outstanding shares of the Corporation, effective March 18, 1997.

3. The Articles of Incorporation of HAISMAN & APPLGATE, INC. are hereby amended as authorized by Section 607.1001 of the Florida Business Corporation Act, to change the name of the Corporation to HAISMAN, APPLGATE & KINGSTON, INC. In order to accomplish this change, ARTICLE ONE of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE ONE - NAME

The Name of this corporation is HAISMAN, APPLGATE & KINGSTON, INC.."

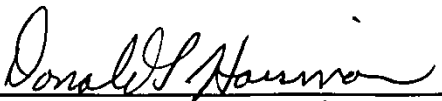
4. The Articles of Incorporation of HAISMAN & APPLGATE, INC. are hereby amended as authorized by Section 607.1001 of the Florida Business Corporation Act, to increase the aggregate number of common shares of stock of the Corporation, and to create both voting and non-voting common shares. In order to accomplish this change, ARTICLE FOUR of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE FOUR - CAPITAL STOCK

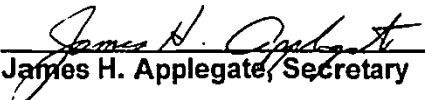
The Corporation is authorized to issue Twenty Four Thousand (24,000) shares of Common Stock, all of which shall have no par value. Three Thousand (3,000) shares of Common Stock shall have voting rights. Twenty One Thousand (21,000) shares of Common Stock shall have no voting rights."

5. The Corporation has issued and outstanding 800 shares of Common Stock, each of which currently has no par value, all holders of such shares are entitled to vote on the Amendment, and all of the holders have approved the Amendment. The effect of the Amendment on the shares of Common Stock of the Corporation currently issued and outstanding shall be as follows: Upon the effective date of the amendment, each presently issued and outstanding shares of Common Stock of HAISMAN & APPLGATE, INC. having no par value shall be exchanged for 3.75 shares of Voting Common Stock and 26.25 shares of Non-Voting Common Stock of HAISMAN, APPLGATE & KINGSTON, INC. The presently issued share certificates shall be surrendered to the Corporation in exchange for new certificates.

IN WITNESS WHEREOF, we have executed this Certificate this 18th day of March, 1997.



Donald L. Haisman, President



James H. Applegate, Secretary