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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
T.E. STEVENS COMPANY, INC.

Pursuant to the provisions of Code of Alabama (1975), §10-2A-113, the undersigned Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is:

T.E. Stevens Company, Inc.

2. The amendment so adopted is:

FIRST: Article 4 of the original Articles of Incorporation is hereby amended by deleting said Article 4 in its entirety and substituting in lieu thereof the following :

4. AUTHORIZED SHARES. The aggregate number of shares which the Corporation shall have authority to issue is Twelve Thousand (12,000) shares, consisting of the following: (i) Ten Thousand (10,000) common shares, of the par value of Ten Cents (\$1.00) per share (the "Common Shares"); and (ii) Two Thousand (2,000) preferred shares of the par value of Ten Cents (\$.10) per share (the "Preferred Shares"). The relative rights, preferences and privileges granted to, and the relative qualifications, limitations and restrictions imposed upon, the respective classes of shares and the holders thereof shall be as follows:

(a) Voting Rights. The voting rights of the holders of the Common Shares and Preferred Shares shall be as follows:

(i) Common Shares. Each holder of Common Shares shall be entitled to one vote per share on all matters submitted to and voted on by the Corporation's shareholders.

(ii) Preferred Shares. Except as otherwise required by law, the holders of the Preferred Shares shall not be entitled to vote on any matter submitted to and voted on by the Corporation's shareholders and shall not be entitled to notice of any meeting of shareholders or to solicitations of written consents in lieu of any such meeting, and the exclusive voting power shall be vested in the holders of the Common Shares.

BOOK 042 PAGE 490

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BOOK 042 PAGE 491

(b) Dividend Rights. The dividend rights of the holders of the Common Shares and Preferred Shares shall be as follows:

(i) Common Shares. The Board of Directors may declare dividends upon the Common Shares in such amounts as it may determine, and such dividends may be paid out of funds at the time legally available therefor, provided that the dividends with respect to Preferred Shares have first been paid as described in Article 4(b)(ii) below. Dividends on the Common Shares shall be at the same rate for each Common Share and shall be paid at the same time to each holder of Common Shares. The right to dividends on the Common Shares shall not be cumulative, and no right shall accrue to the holders of Common Shares by reason of the fact that dividends have not been declared for any period, nor shall any undeclared or unpaid dividends bear or accrue interest.

(ii) Preferred Shares. Each holder of Preferred Shares shall be entitled to receive, when and as declared by the Board of Directors out of funds at the time legally available therefor, a cumulative dividend in an amount equal to eleven percent (11%) of the price per share paid to the Corporation for such Preferred Share when first sold by the Corporation, payable annually in preference to and in priority over dividends upon the Common Shares. The right to dividends on Preferred Shares shall be cumulative, shall be deemed to accrue from day to day regardless of whether or not earned or declared, and shall commence to accrue on each Preferred Share from such date or dates as may be fixed by the Board of Directors prior to the issuance thereof. The Corporation in making any dividend payments upon the Preferred Shares shall make direct payments ratably upon all outstanding Preferred Shares in proportion to the amount of the dividends accrued thereon to the date of such dividend payment.

In no event, so long as any Preferred Shares shall remain outstanding, shall any dividend whatsoever be declared or paid upon, nor shall any distribution be made or ordered in respect of the Common Shares unless all dividends on the Preferred Shares for past dividend periods shall have been paid and the full dividend on all outstanding Preferred Shares for the then current dividend period shall have been paid or declared and set aside for payment.

BOOK 042 PAGE 492

(c) Redemption of Preferred Shares.

(i) Terms of Redemption. The Corporation shall redeem all of the Preferred Shares on or before July 31, 1995 by paying to the record holder thereof or such holder's nominee an amount, in cash, equal to the price paid to the Corporation for such Preferred Share when first sold by the Corporation. The Board of Directors shall have full power and discretion to prescribe the manner in which Preferred Shares issued and outstanding shall be selected for redemption. In all instances, the Board of Directors shall have complete authority to determine and take the necessary action to effect the redemption of such Preferred Shares and the cancellation of the certificates representing the same.

(ii) Procedure for Redemption. The Corporation shall give written notice of redemption by first class mail to the record holders of all of the Preferred Shares selected for redemption, at their respective addresses as the same shall appear on the books of the Corporation or its transfer agent. Such notice shall state the date and place fixed for such redemption, and shall call upon each holder whose Preferred Shares are being redeemed to surrender to the Corporation on the date and at the place designated in the notice such holders' certificate or certificates representing the Preferred Shares which are being redeemed. The date fixed for redemption shall be not less than thirty (30) days from the date such notice is mailed. On or after the date fixed for redemption and stated in such notice, each holder whose Preferred Shares which have been so called for redemption shall surrender the certificate evidencing such shares to the Corporation at the place designated in the notice and shall thereupon be entitled to receive payment of the redemption price.

(iii) Rights Subsequent to Redemption. From and after the date fixed in any notice described in Article 4(c)(ii) above as the date of redemption, all dividends on Preferred Shares called for redemption in such notice shall cease to accrue, and all rights of the holders thereof as holders of Preferred Shares, except the right to receive the redemption price described in Article 4(c)(i) above, shall cease, notwithstanding that the certificates evidencing any Preferred Shares called for redemption shall not have been surrendered. Such Preferred Shares called of redemption shall not thereafter be transferred on the books of the Corporation and, except as otherwise required by law, shall not be deemed to be outstanding for any purpose whatsoever.

BOOK 042 PAGE 493

(d) Liquidation. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, voluntarily or involuntarily, after payment of the Corporation's debts and liabilities, each holder of Preferred Shares shall be entitled to receive an amount equal to the price paid to the Corporation for each Preferred Share when first sold by the Corporation, before any payment shall be made to the holders of the Common Shares. After such payments to the holders of the Preferred Shares, the remaining assets or funds of the Corporation shall be distributed to the holders of the Common Shares, pro rata per Common Share. If the assets or funds shall be insufficient to distribute the amount described above to the holder of each Preferred Shares, the entire amount available for distribution shall be distributed ratably among the holders of all Preferred Shares, except as otherwise required by law. A consolidation or merger of the Corporation with or into any other corporation, or a sale, exchange or disposition of all or substantially all of the assets of the Corporation, upon which the shareholders of the Corporation receive solely capital stock of the acquiring corporation, shall not be deemed a dissolution, liquidation or winding up of the affairs of the Corporation pursuant to this Article 4(d).

(e) Residual Rights. All rights accruing to the holders of the outstanding shares of the Corporation which are not expressly provided for to the contrary herein shall be vested in the holders of the Common Shares.

(f) Preemptive Rights Denied. No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

SECOND: Except as hereinabove amended, the Articles of Incorporation of the Corporation are continued in full force and effect.

3. The number of shares of the Corporation outstanding at the time of the adoption of the amendment was 1,000 and the number of shares entitled to vote thereon was 1,000.

4. The foregoing Amendment to the Articles of Incorporation of the Corporation was unanimously adopted by the shareholders and the directors of the Corporation on the 30th day of June,

1990, pursuant to Code of Alabama (1975), §§10-2A-56 and 10-2A-66.

5. The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

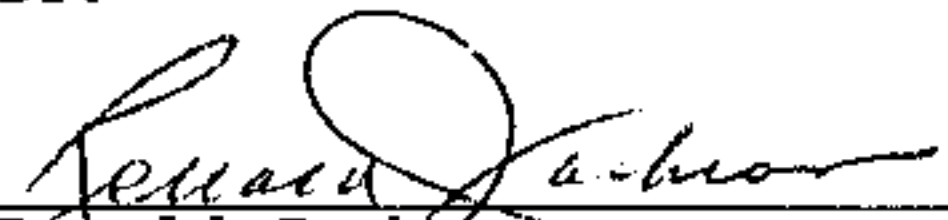
6. The amendment does effect a change in the amount of stated capital of the Corporation.

This the 30th day of June, 1990.

ATTEST:

T.E. STEVENS COMPANY, INC.

By:


Ronald Jackson
Secretary


Tom E. Stevens
President

BOOK 042 PAGE 494

VERIFICATION

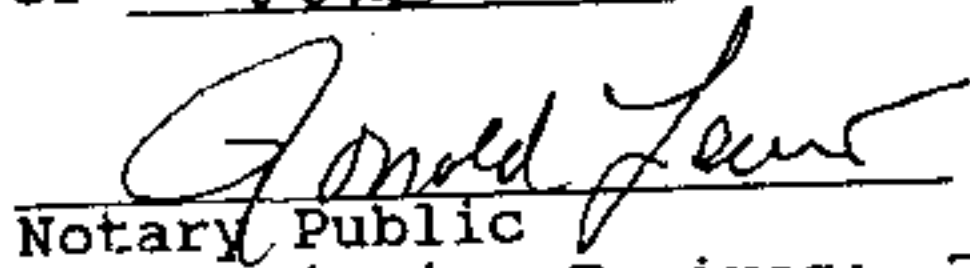
The undersigned, Tom E. Stevens, President of T.E. Stevens Company, Inc., an Alabama corporation (the "Corporation"), hereby certifies, as such President, that Tom E. Stevens, whose name as the President, and Ronald Jackson whose named as the Secretary of T.E. Stevens Company, Inc., are signed to the foregoing Articles of Amendment, constitute such respective officers of T.E. Stevens Company, Inc. and that the statements set forth in the foregoing Articles of Amendment are true and correct.

WITNESS, my hand and seal this 30 day of June, 1990.



Tom E. Stevens
President

Subscribed and sworn to
before me this 30 day
of June, 1990.



Notary Public

My Commission Expires: 7-31-92

BOOK 042 PAGE 495

State of Alabama

County

SHELBY

CERTIFICATE OF AMENDMENT

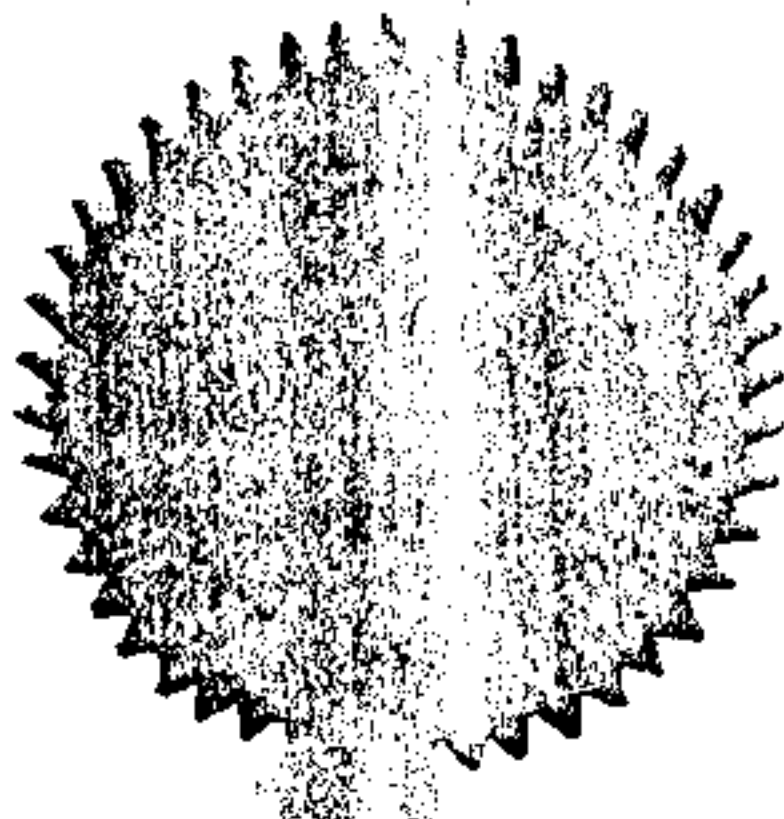
OF

T.E. STEVENS COMPANY, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of AMENDMENT of T.E. STEVENS COMPANY, INC., duly signed and verified pursuant to the provisions of Section 10-2A-113 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of AMENDMENT of T.E. STEVENS COMPANY, INC., and attaches hereto a duplicate original of the Articles of AMENDMENT

GIVEN Under My Hand and Official Seal on this the 14th day of SEPTEMBER, 1990.



STATE OF ALA. SHELBY
I CERTIFY THIS
INSTRUMENT WAS FILED

Thomas A. Snowden Jr.
Judge of Probate

90 SEP 14 AM 8:37

JUDGE OF PROBATE

1. 10.00
2. 3.00

13.00

BOOK 042 PAGE 496