

THIS INSTRUMENT WAS PREPARED BY:
Jack B. Levy
Sirote & Permutt, P.C.
2222 Arlington Avenue South
Birmingham, Alabama 35205

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF AMENDMENT TO ARTICLES
OF INCORPORATION
OF
MDH ELECTRIC, INC.**

Pursuant to the Alabama Business Corporation Act, Sections 10-2B-10.01 and 10-2B-10.06, the undersigned corporation, **MDH ELECTRIC, INC.**, a corporation organized and existing under the laws of the State of Alabama, hereby submits the following:

1. The name of the corporation is **MDH ELECTRIC, INC.**
2. The Articles of Incorporation shall be amended as follows:

ARTICLE I of the Articles of Incorporation is hereby deleted in its entirety, and there is substituted in lieu thereof the following:

"ARTICLE I

The name of the Corporation shall be Power Resources, Inc., and any and all references to MDH Electric, Inc. shall hereafter be deemed to refer to Power Resources, Inc."

The above Amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

3. The Amendment to the Articles of Incorporation was approved by a unanimous vote of the sole Director and the sole Shareholder, on the 8th day of November, 1995, on which date there were One Thousand (1,000) shares outstanding and entitled to vote thereon.

The within Articles of Amendment are being filed in the Office of the Judge of Probate of Shelby County, Alabama, for the purpose of effecting such amendment in accordance with the requirements of Code of Alabama 1975, Section 10-2B-1.25.

Inst # 1995-32521

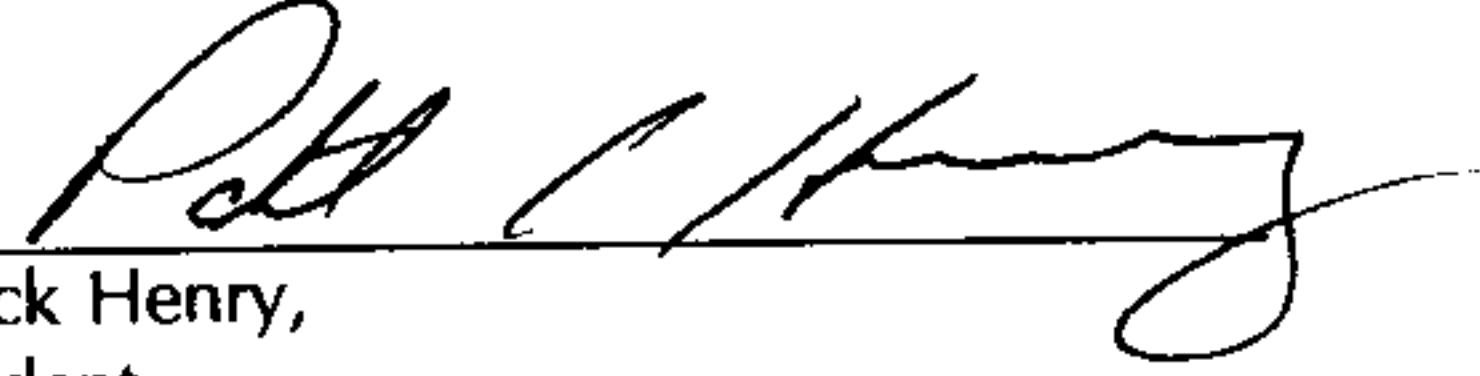
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SHELBY COUNTY JUDGE OF PROBATE
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IN WITNESS WHEREOF, the undersigned corporation, by its duly authorized officer and with full authority, has executed this Amendment to Articles as of this 8th day of November, 1995.

MDH ELECTRIC, INC.

By: 

Patrick Henry,
President

**UNANIMOUS WRITTEN CONSENT IN LIEU OF JOINT MEETING
OF THE BOARD OF DIRECTORS AND THE SOLE SHAREHOLDER
OF
MDH ELECTRIC, INC.**

The undersigned, constituting the Board of Directors and the sole Shareholder of **MDH ELECTRIC, INC.**, a corporation organized and existing under the laws of the State of Alabama, by and in accordance with Code of Alabama 1975, Sections 10-2B-7.04, 10-2B-8.21 and 10-2B-10.01, hereby consent to the adoption of the following resolution:

BE IT RESOLVED, That the Articles of Incorporation of MDH Electric, Inc. as filed in the Office of the Judge of Probate of Shelby County, Alabama, be amended as follows:

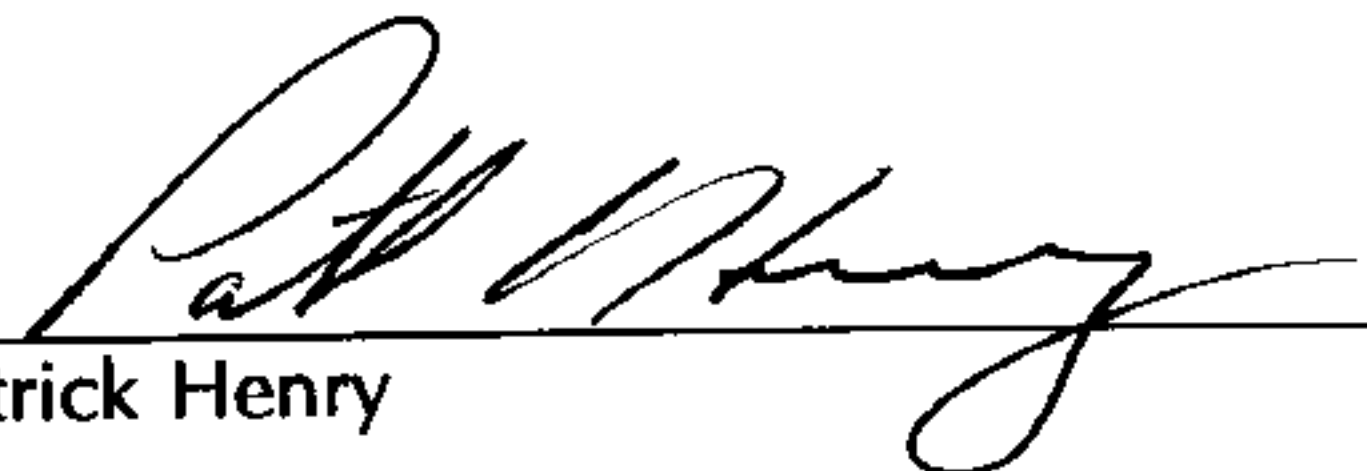
ARTICLE I of the Articles of Incorporation is hereby deleted in its entirety, and there is substituted in lieu thereof the following:

"ARTICLE I

The name of the Corporation shall be Power Resources, Inc., and any and all references to MDH Electric, Inc. shall hereafter be deemed to refer to Power Resources, Inc."

This written consent is to be placed with the minutes of proceedings of the Corporation, and the action taken herein is as fully effective as if enacted at a meeting duly called and held.

WITNESS this 8th day of November, 1995.


Patrick Henry

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Power Resources, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Beverly Sasser, PO Box 55727, Birmingham, AL 35255-5727 for a period of one hundred twenty days beginning September 20, 1995 and expiring January 19, 1996.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 20, 1995

Date



Jim Bennett

Secretary of State



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