

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
POWER PAPER BOX, INC.

Pursuant to the provisions of Section 10-2B 10.06 of the Code of Alabama, the undersigned corporation files the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is POWER PAPER BOX, INC.
2. The text of the amendment is as follows:

Article I, Corporate Name, is amended to read as follows:

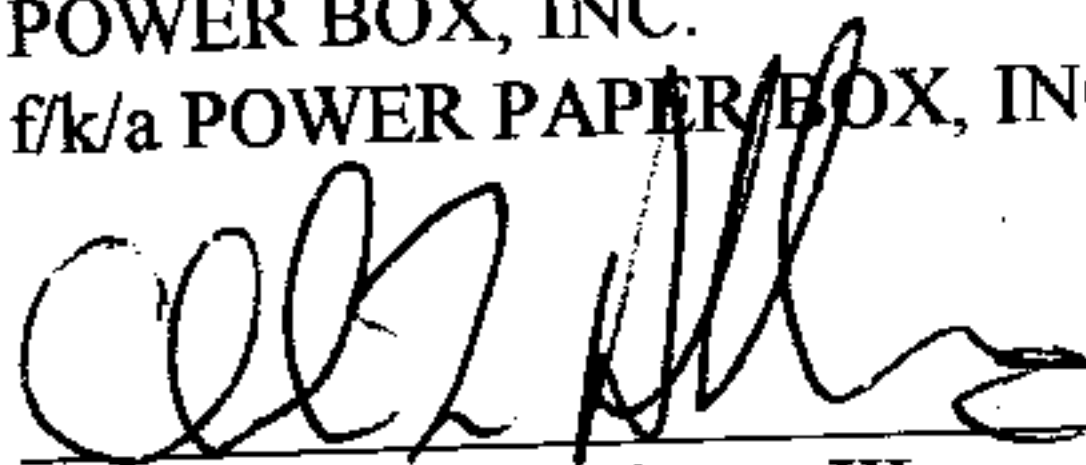
ARTICLE I
Corporate Name

The name of the corporation is Power Box, Inc.

3. The amendment does not provide for and exchange, reclassification, or cancellation of issued shares.
 4. The date of each amendment's adoption is November 10, 1997.
 5. The amendments were approved by the shareholders.
 6. The number of shares of stock outstanding, and the number of shares entitled to vote as of the date of the amendment was one hundred which constituted all of the shares of the corporation then outstanding. One hundred shares voted in favor of the amendment.
- Dated November 10, 1997.

POWER BOX, INC.
f/k/a POWER PAPER BOX, INC.

by:



Claude F. Hendrickson, III
Its President

This Instrument was prepared by:
Thomas A. Nettles, IV
Espy, Nettles, Scogin and Brantley, P.C.
2728 8th Street
P.O. Box 2786
Tuscaloosa, AL 35403
(205) 758-5591

12/09/1997-40051
12:08 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 NEL 35.00

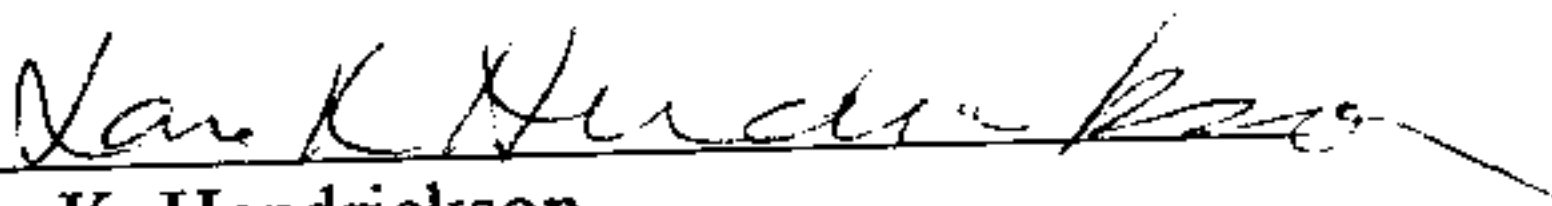
POWER PAPER BOX, INC.


ACTION BY WRITTEN CONSENT OF SHAREHOLDERS

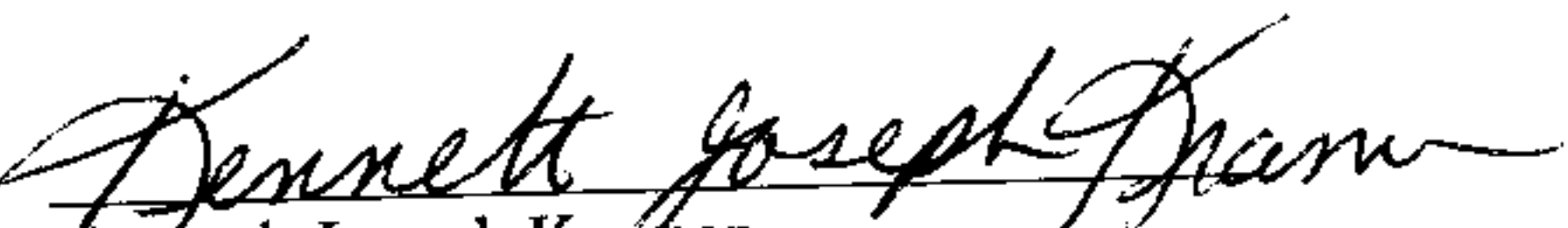
Pursuant to the authority contained in Section 10-2B-7.04 of the Code of Alabama, the undersigned being all the shareholders of POWER PAPER BOX, INC., an Alabama business corporation, do hereby take and adopt the following action, in writing, without a meeting:

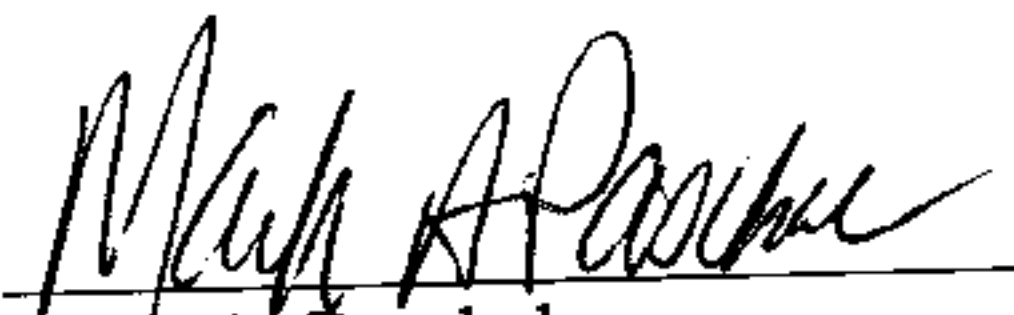
RESOLVED, that Articles of Amendment to the Articles of Incorporation of the corporation be prepared and filed to change the name of the corporation to **Power Box, Inc.**

November 10, 1997.


Jan K. Hendrickson


Walter P. Dorn, III


Kenneth Joseph Kramer


Mark A. Paschal

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:

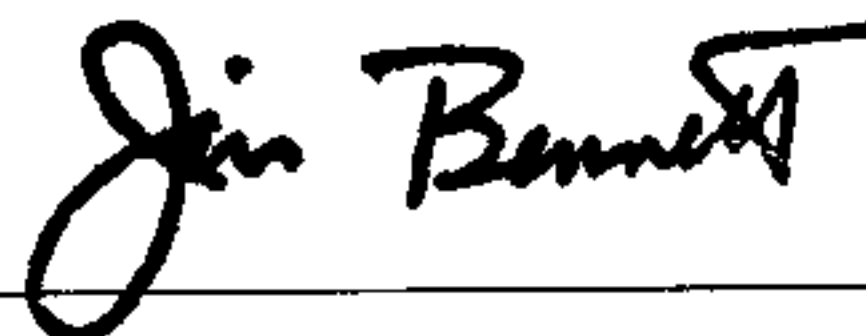
Power Box, Inc.

This domestic corporation name is proposed to be incorporated in Tuscaloosa County and is for the exclusive use of Thomas Nettles, PO Box 2786, Tuscaloosa, AL 35403 for a period of one hundred twenty days beginning November 5, 1997 and expiring March 6, 1998.

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.

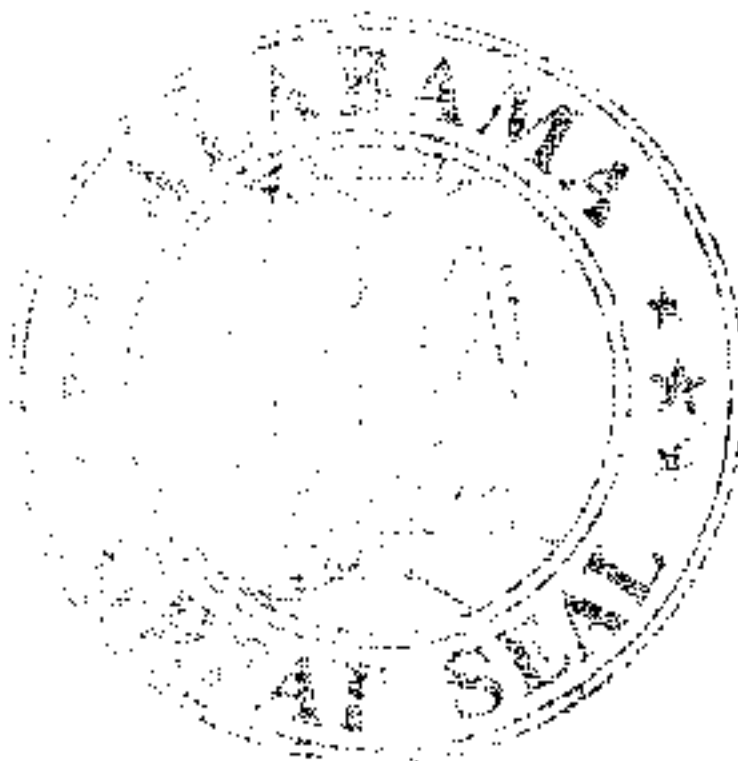
November 5, 1997

Date



Jim Bennett

Secretary of State



Inst # 1997-40051

12/09/1997-40051
12:08 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MEL 35.00