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458196

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

EASTON - BABCOCK & ASSOCIATES, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 2, 1999

EASTON - BABCOCK & ASSOCIATES, INC.
300 GRECO AVE
CORAL GABLES, FL 33146

SUBJECT: EASTON - BABCOCK & ASSOCIATES, INC.
REF: 458196

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Karen Gibson
Corporate Specialist

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Law Offices

ROSENBERG, REISMAN & STEIN LLP
SUITE 3050
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131

INTERNET ADDRESS: WWW.RRSLAW.COM
E-MAIL: (FIRST INITIAL & LAST NAME)@RRSLAW.COM

DONALD S. ROSENBERG
JOSEPH D. REISMAN
STEPHEN H. REISMAN
GARY M. STEIN

TELEPHONE 358-2600
AREA CODE 305
TELECOPIER (305) 375-0328

MORRIS ROSENBERG
(1906-1997)

FACSIMILE

DATE: May 12, 1999

TO: Karen Gibson
Corporate Specialist
Division of Corporations
Florida Department of State

TELECOPIER NO.: (850) 922-4000

FROM: Donald S. Rosenberg

RE: Easton-Babcock & Associates, Inc.
Your Reference #458196

No. of pages (including this sheet): 5

MESSAGE:

We are refaxing our corrected document which was electronically transmitted on April 2, 1999.

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SECOND AMENDMENT TO ARTICLES OF INCORPORATION
OF
EASTON-BABCOCK & ASSOCIATES, INC.

The name of this Corporation is EASTON-BABCOCK & ASSOCIATES, INC., an existing Florida corporation, whose Articles of Incorporation were duly filed on October 2, 1974, with the Florida Department of State, Charter No. 458196 and amended by First Amendment to Articles of Incorporation filed November 16, 1989. The Corporation is active and in good standing, having filed its 1999 Annual Report and paid all fees due to the Florida Department of State. Said Articles of Incorporation be and the same are hereby amended as follows:

Article I in the original Charter is deleted and the following is substituted as the new Article I:

"ARTICLE I

The name of the corporation shall be:

EDWARD W. EASTON & COMPANY, INC."

This Second Amendment to Articles of Incorporation was unanimously adopted on March 29, 1999, by the Directors and Stockholders at a duly held Special Meeting.

Except as expressly amended hereby, said Articles of Incorporation of EASTON-BABCOCK & ASSOCIATES, INC. shall remain in full force and effect as written.

This Instrument Prepared By:
Donald S. Rosenberg, Esq.
Florida Bar #0068388
Rosenberg, Reisman & Stein LLP
Suite 3050
One S.E. Third Avenue
Miami, FL 33131
(305) 358-2600

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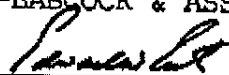
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IN WITNESS WHEREOF, this Second Amendment to the Articles of Incorporation of EASTON-BABCOCK & ASSOCIATES, INC. has been executed this 29th day of March, 1999.

EASTON-BABCOCK & ASSOCIATES, INC. (SEAL)

By:


EDWARD W. EASTON
President

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