

WALKER, KOEGLER & DILLINGHAM
ATTORNEYS AND COUNSELORS AT LAW

JAMES V. WALKER
PHILLIP I. DILLINGHAM
RANDAL C. FAIRBANKS

217 Ponte Vedra Park Drive
Ponte Vedra Beach, Florida 32082
(904) 285-3204 Facsimile (904) 280-8965
E-Mail jvw@w-k.com

10151 Deerwood Park Boulevard
Building 200, Suite 250
Jacksonville, Florida 32256-0959
(904) 998-9800

STEVEN C. KOEGLER
(OF COUNSEL)

PLEASE REPLY TO:
P.O. Box 676
Ponte Vedra Beach, FL
32004-0676

592886

October 22, 1998

Attention: Amendments Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700002672777-9
-10/26/98-01111-006
*****35.00 *****35.00

Re: Allen & Knight Investment Management Company

Ladies and Gentlemen:

Enclosed is an original Certificate of Amendment to the Articles of Incorporation to be filed in the Secretary of State's office on behalf of the above corporation. Also enclosed are a copy of the Amendment to be file stamped by your department and returned to us and our check for \$35.00 to cover filing fees.

If you have any questions concerning this document, please contact me.

Very truly yours,

JAMES V. WALKER & ASSOCIATES, P.A.

Peggy D. Adolphson
Certified Legal Assistant

NC
10-28-98
MS

pa
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 26 PM 1:05

APPROVED
AND
FILED

**CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
ALLEN & KNIGHT INVESTMENT MANAGEMENT COMPANY**

Allen & Knight Investment Management Company, a Florida corporation, under the hand of its President, hereby certifies that:

The following amendment was adopted on August 3, 1998, by the affirmative vote of the Shareholders of a majority of the shares entitled to vote on the amendment, in accordance with Florida Statutes Section 607.1003 (1997). The number of votes cast was sufficient for approval.

RESOLVED, that the Articles of Incorporation be amended in the following particulars: Article I will be deleted and the following language inserted in its place:

ARTICLE I

The name of this corporation shall be: Allen, Knight & Creighton Investment Management Company.

FURTHER RESOLVED, that the President and Secretary be, and they hereby are, authorized and directed to file a Certificate of Amendment with the State of Florida Division of Corporations to effectuate such amendment.

ALLEN & KNIGHT INVESTMENT MANAGEMENT COMPANY

By: *John L. Allen, Jr.*
John L. Allen, Jr.
President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 26 PM 1:05

APPROVED
AND
FILED

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing Certificate of Amendment was acknowledged before me this 3rd day of August, 1998, by **John L. Allen, Jr**, who is the **President of Allen & Knight Investment Management Company** and who is personally known to me or who has produced identification.

Randal C. Fairbanks
Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My commission expires:



RANDAL C. FAIRBANKS
Comm. No. CC 645501
My Comm. Exp. Aug. 8, 2001
Bonded thru Pichard Ins. Agcy.

Personally known.
 Produced _____ as identification.