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BLANK, ROME, COMISKY & McCAULEY
COUNSELORS AT LAW

FOUR PENN CENTER PLAZA
PHILADELPHIA, PA 19103-2899
215-569-5500

1820 POND ROAD, SUITE 200
ALLENTOWN, PA 18104-2255
610-385-1010

1400 N. PROVIDENCE RD, SUITE 301
MEDIA, PA 19063-2051
610-891-7800

1401 FORUM WAY
WEST PALM BEACH, FLORIDA 33401-2353
407-886-8100
FAX 407-886-0822

210 LAKE DRIVE EAST
CHERRY HILL, NJ 08002-1164
609-778-3800

1220 MARKET STREET, 8TH FLOOR
WILMINGTON, DE 19801-2535
302-425-6400

1155 15TH STREET, NW, SUITE 550
WASHINGTON, DC 20005-1704
202-785-4100

January 22, 1997

FEDERAL EXPRESS

Ms. Thelma Lewis
Corporate Document Supervisor
Amendment Section
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Sachs & Sax, P.A.

300002068273--5
-01/24/97--01076--024
*****87.50 *****87.50

Dear Ms. Lewis:

Enclosed for filing please find the following documents:

1. An original and one copy of the Articles of Amendment of Sachs & Sax, P.A.
2. One copy of the Shareholder Entitled to Vote consenting in writing to the Amendment of the Articles of Incorporation.
3. Check in the amount of \$87.50 representing your filing fee of \$35.00 and your fee of \$52.50 for one certified copy of the Articles of Amendment. Please return the certified copy of the Articles of Amendment to me in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter. If you have any questions, please feel free to call the undersigned.

Sincerely,


Dana Elias,
Legal Assistant

de/
Enclosures

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 23 PM 3:33

ARTICLES OF AMENDMENT OF
SACHS & SAX, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 23 PM 12:33

Pursuant to §621.13 of the Florida Professional Service Corporation Act and §607.1003 of the Florida Business Corporation Act, the undersigned Corporation adopts these Articles of Amendment.

FIRST: The name of the Corporation is currently Sachs & Sax, P.A.

SECOND: The Articles of Incorporation of the Corporation are amended by changing the Article Number "I" so that, as amended, said Article shall read as follows:

"Article I. NAME. The name of the Corporation shall be Sachs, Sax & Klein, P.A. The principal place of business of this Corporation shall be Suite 4150, Arbern Financial Centre, 301 Yamato Road, Boca Raton, Florida 33431-0037."

IN WITNESS WHEREOF, PETER S. SACHS, has caused this Certificate to be signed in its name, by its President, and attested to by its Secretary this 16th day of January, 1997.

SACHS & SAX, P.A.

By: Peter S. Sachs, Pres.
Peter S. Sachs, President

(Corporate Seal)

Attest:

Spencer Sax, Sec.
Spencer Sax, Secretary

STATE OF FLORIDA

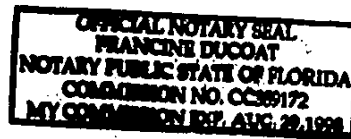
COUNTY OF PALM BEACH

)
) SS
)

On this, the 16th day of January, 1997, before me, personally
appeared PETER S. SACHS and SPENCER SAX, who are known to me or who have produced
themselves as identification.

Francine Ducoat

Notary Public



SACHS & SAX, P.A.

**Joint Action by Sole
Shareholders Entitled to Vote**

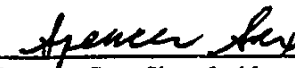
The undersigned, being the sole Shareholders of the above Florida Professional Service Corporation entitled to vote do hereby, by consent in writing, without the formality of convening meetings of the Directors and Shareholders, consent to the following resolutions:

1. **RESOLVED**, that Article I of the Articles of Incorporation be amended to read as follows:

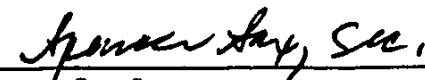
"Article I. NAME. The name of the Corporation shall be Sachs, Sax & Klein, P.A. The principal place of business of this Corporation shall be Suite 4150, Arbern Financial Centre, 301 Yamato Road, Boca Raton, Florida 33431-0037."

Dated this 16th day of January, 1997.


Peter S. Sachs, Shareholder


Spencer Sax, Shareholder

Filed with the undersigned on January 16th, 1997.


Spencer Sax, Secretary