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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend/NC
MD 9/15

ZIMMET, UNICE, SALZMAN & HEYMAN, P.A.

STEPHANIE R BOLTON
ROBERT E. HEYMAN
MICHELE LEO HINTSON
JENAY E. IURATO
BRET T. JARDINE
ANDREW J. SALZMAN
T.R. UNICE, JR.**
JOSEPH J. VECCHIOLI
M. SCOTT WALKER
ALAN S. ZIMMET *#

2570 CORAL LANDINGS BOULEVARD
SUITE 201
PALM HARBOR, FLORIDA 34684

MAILING ADDRESS:
POST OFFICE BOX 15309
CLEARWATER, FLORIDA 33766

Telephone: (727) 723-3772
Facsimile: (727) 723-1421
Spring Hill: (352) 683-5040
WEBSITE: www.zimmetunice.com

*Board Certified in City, County and Local Government
**Board Certified Civil Trial Lawyer
#Certified Circuit Court Mediator

August 19, 2004

Florida Department of State
Division of Corporation
Attn: Amendments
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing of Amendment to Articles of Incorporation

Dear Madam or Sir:

Enclosed please find the Articles of Amendment to Articles of Incorporation to change the name of our corporation. Also, enclosed please find a check made payable to the Department of State in the amount of $43.75, representing the $35.00 filing fee for the Amended Articles, and $8.75 for a certified copy.

Please return the certified copy of the filed Amended Articles to the above-referenced address as soon as possible. If you have any questions regarding the enclosures, please call the undersigned at the above telephone number. Thank you for your assistance.

Very truly yours,

ZIMMET, UNICE, SALZMAN & HEYMAN, P.A.

Brenda A. Crum
Legal Administrator

/bwc
Enclosure

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 31, 2004

BRENDA A. CRUM
ZIMMET,UNICE,SALZMAN & HEYMAN, P.A.
P.O. BOX 15309
CLEARWATER, FL 33766

SUBJECT: ZIMMET, UNICE, SALZMAN, HEYMAN & JARDINE, P.A.
Ref. Number: P00000077864

We have received your document for ZIMMET, UNICE, SALZMAN, HEYMAN & JARDINE, P.A. and check(s) totaling $43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6882.

Maryanne Dickey
Document Specialist

Letter Number: 204A00052785

ZIMMET, UNICE, SALZMAN & HEYMAN, P.A.

STEPHANIE R. BOLTON
ROBERT E. HEYMAN
MICHELE LEO HINTSON
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**Board Certified Civil Trial Lawyer
#Certified Circuit Court Mediator

September 3, 2004

Maryanne Dickey
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Reference Number P00000077864

Dear Ms. Dickey:

Pursuant to your request, enclosed please find a corrected Articles of Amendment to Articles of Incorporation for Zimmet, Unice, Salzman, Heyman & Jardine, P.A., to change the name of the Corporation to Zimmet, Unice, Salzman & Heyman, P.A. Also enclosed is the Corporation's Fourth Amendment to Shareholders' Agreement, as exhibit to the Amended Articles, as well as the letter from you.

If you have any questions pertaining to this matter, please feel free to contact me at (727) 723-3772.

Very truly yours,

ZIMMET, UNICE, SALZMAN & HEYMAN, P.A.

Brenda A. Crum
Legal Administrator

/bwc
Enclosure

00061637.WPD

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF

FILED
04 SEP -9 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Zimmet, Unice, Salzman, Heyman & Jardine, P.A.
(Present Name)

P00000077864
(Document Number of Corporation (If Known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (*indicate article number(s) being amended, added or deleted*)

ARTICLE I. NAME

The name of this Corporation is being amended to "Zimmet, Unice, Salzman & Heyman, P.A."

ARTICLE VI. DIRECTORS/OFFICERS

The name and street address of each person who is to serve as a member of the Board of Directors is as follows:

Alan S. Zimmet, Esq.	4702 Belden Circle, Palm Harbor, FL 34685
T.R. Unice, Jr., Esq.	853 Royal Birkdale Drive, Tarpon Springs, FL 34689
Andrew J. Salzman, Esq.	959 Riverside Ridge Road, Tarpon Springs, FL 34689
Robert E. Heyman, Esq.	981 WaterLily Ct., N.E., St. Petersburg, FL 33703

SEE ATTACHED PAGE FOR CONTINUATION OF AMENDMENTS OF ARTICLES

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: September 1, 2004.

FOURTH: Adoption of Amendment(s) (Check One)

☑ The amendment(s was/were approved by the Shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

FOURTH AMENDMENT TO SHAREHOLDERS' AGREEMENT

THIS FOURTH AMENDMENT TO SHAREHOLDERS' AGREEMENT ("Fourth Amendment") is made and entered into as of this 11th day of August, 2004, by and among Zimmet, Unice, Salzman, Heyman & Jardine, P.A., a Florida corporation ("Corporation"), Alan S. Zimmet, T.R. Unice, Jr., Andrew J. Salzman and Robert E. Heyman, with reference to the following facts:

A. Zimmet, Unice, Salzman & Donna J. Feldman, and the Corporation entered into that certain Shareholders' Agreement dated as of August 21, 2000, as amended on November 30, 2000, to govern the affairs of the Corporation.

B. The Shareholders' Agreement was amended by that second amendment and joindered to Shareholders' Agreement, by joining Heyman & Jardine as Shareholders of the Corporation, which was entered into on January 1, 2001.

C. The Shareholders' Agreement was further amended by the Third Amendment to Shareholders' Agreement which was entered into on May 23, 2003, by Zimmet, Unice, Salzman, Heyman, Jardine and the Corporation.

D. Whereas, the Shareholders wish to amend the Shareholders' Agreement to clarify the fringe benefits to be offered to each Shareholder pursuant to paragraph 1.6(b) of the Shareholders' Agreement, and

E. Whereas, Bret T. Jardine has withdrawn as a Shareholder from the Corporation, and the remaining Shareholders wish to amend the Shareholders' Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties agree as follows:

1. Paragraph 1.6(b) of the Shareholders' Agreement is hereby amended by adding the following to the end of paragraph 1.6(b):

1.6(b). <u>Fringe Benefits</u>. Upon the withdrawal of a Shareholder, for whatever reason, an accounting of the Shareholder's fringe benefit account for the year in which the Shareholder withdraws shall be completed by the Corporation's Administrator. If the accounting indicates that the Corporation has expended more in the Shareholder's fringe benefit account than the prorata amount allotted to the Shareholder by the approved budget, then the Shareholder shall repay to the Corporation in a lump-sum payment upon the Shareholder's withdrawal the amount over the approved budgeted, prorata, fringe benefit amount. If the accounting reflects that the prorata amount of the fringe benefits budgeted for that Shareholder has not been exceeded, the Shareholder shall not be entitled to receive payment for the prorata fringe benefit amount remaining. Additionally, upon notice of withdrawal, any expenditure by the withdrawing Shareholder from his fringe benefit account must be approved by the Corporation.

2. Paragraph 5 of the Shareholders' Agreement is hereby amended to add paragraph 5.5 which shall provide as follows:

5.5 Fringe Benefits. The withdrawing Shareholder's fringe benefits shall be governed in accordance with paragraph 1.6(b) above.

3. The parties agree to change the name of the Corporation to Zimmet, Unice, Salzman & Heyman, P.A. Zimmet, Unice, Salzman & Heyman, P.A. shall assume all rights, responsibilities, interests and obligations of Zimmet, Unice, Salzman, Heyman & Jardine, P.A.

4. By their execution below, each Shareholder hereby confirms his vote to amend the Shareholders' Agreement in the manner herein provided.

5. In the event of any conflict between this Fourth Amendment and the Shareholders' Agreement as amended, this FOURTH AMENDMENT shall control. Except as expressly modified and amended, the Shareholders' Agreement, as amended, shall continue in full force and effect and the Shareholders hereby ratify and reaffirm the Shareholders' Agreement, as amended.

IN WITNESS WHEREOF, the parties have executed this Fourth Amendment as of the date and year first above-written.

Shareholders:

____
Alan S. Zimmet

____
T.R. Unice, Jr.

____
Andrew J. Salzman

____
Robert E. Heyman

Corporation:

Zimmet, Unice, Salzman, Heyman & Jardine, P.A.

By:________________________
Alan S. Zimmet, Co-President

Attest:________________________
Andrew J. Salzman, Secretary

☐ The amendment(s) was/were approved by the Shareholders through voting groups. The following statement must be provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes for the amendment(s) was/were sufficient for approval by ____________________."
(Voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 3rd day of September 2004

Signature ____________ President
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

____
(Typed or printed name)

____
(Title)