

PO10000049035
The Law Office of
RICHARD J. CALDWELL P.A.

July 24, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

2600 Douglas Road
Suite 1108
Coral Gables, Florida 33134
Phone (305) 529-1040
Fax (305) 445-9820

Re: F. Brooks Matheson II, Inc.

800004510978--4
-08/01/01--01045--010
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed herein please find the Articles of Amendment to Articles of Incorporation of F. Brooks Matheson II, Inc.. Please contact my office if there are any questions or problems.

Richard J. Caldwell, P.A.
2600 Douglas Road
Suite 1108
Coral Gables, Florida 33134
(305) 529-1040

Thank you for your cooperation herein.

Very truly yours,

LAW OFFICES OF RICHARD J. CALDWELL, P.A.



Richard J. Caldwell
For the Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 AUG 14 AM 11:09

RJC:slp

Amendment & name change
RFJ
8-14-2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 8, 2001

RICHARD J. CALDWELL, P.A.
2600 DOUGLAS RD., STE. 1108
CORAL GABLES, FL 33134

SUBJECT: F. BROOKS MATHESON II, INC.
Ref. Number: P01000049035

We have received your document for F. BROOKS MATHESON II, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

When changing the name of a corporation filed pursuant to chapter 607, Florida Statutes, to that of a professional service corporation filed pursuant to chapter 621, Florida Statutes, the nature of business must also be added or changed to specifically indicate what type of professional service the corporation will be rendering.

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) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 301A00045577

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 AUG 14 AM 11:09

F. Brooks Matheson II, Inc.

(present name)

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 Change to: F. Brooks Matheson II, P.A.

The nature of business is Real Estate

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: 7/16/01

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.



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

"The number of votes cast 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 17 day of July, 2001

Signature



(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)

F. Brooks Matheson II.

Typed or printed name

President

Title