

P97000108361

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201 NORTH UNIVERSITY DRIVE
PLANTATION, FLORIDA 33324

JOSEPH K. SINGER, J.D., LL.M. (TAX)
ALSO ADMITTED U.S. TAX COURT

TELEPHONE
(305) 474-8442

April 7th, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 AM 8:17

Re: MARY B. DeSIMONE, C.P.A., P.A. f/k/a MBD & ASSOCIATES, INC.

Dear Sir or Madam:

300002486539--7
-04/13/98-01076-003
*****35.00 *****35.00

I am enclosing herewith an original of the Articles of Amendment and changed Statement of Designation of Registered Agent for the above-named corporation. In addition, a check, in the sum of \$ 35.00, is enclosed which represents the following:

Filing fee \$ 35.00

Please file the original of the enclosed Articles of Amendment and advise the undersigned accordingly. Thank you for your prompt attention to this matter.

Very truly yours,

JOSEPH K. SINGER, P.A.
Joseph K. Singer, Esq.
(electronic signature)

Enclosures

Joseph K. Singer, Esq.

*Amend + N.C.
4-28-98
CC*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1998

JOSEPH K. SINGER, P.A.
201 NORTH UNIVERSITY DR.
SUITE 114
PLANTATION, FL 33324

SUBJECT: MBD & ASSOCIATES, INC.
Ref. Number: P97000108361

We have received your document for MBD & ASSOCIATES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 498A00020193

FILED
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**ARTICLES OF AMENDMENT
OF
MBD & ASSOCIATES, INC.**

ARTICLE I - NAME

The name of this Corporation is MBD & ASSOCIATES, INC., and the document number issued to this corporation is P97000108361. The Articles of Incorporation for the corporation were filed on December 31st, 1997, effective January 1st, 1998.

ARTICLE II - AUTHORITY

Pursuant to the provisions of Florida Statutes § 607.1006, the corporation adopts the hereinafter enumerated amendments to its Articles of Incorporation.

ARTICLE III - AMENDMENTS

NAME CHANGE

A. The Articles of Incorporation are herein amended to change the name of the professional corporation that will be rendering accounting services as a certified public accountant to:

MARY B. DeSIMONE, C.P.A., P.A.

CHANGE OF REGISTERED AGENT

B. The name of the initial registered agent of this corporation is presently AmeriLawyer. The Articles of Incorporation are herein amended to appoint the following person as registered agent of the corporation:

Joseph K. Singer, Esq.
JOSEPH K. SINGER, P.A.
201 N. University Dr., Suite # 114
Plantation, FL 33324

ARTICLE III - ADOPTION

These Articles of Amendment were adopted April 7th, 1998, by MARY B. DeSIMONE, who is the sole director and shareholder of this corporation. This Amendment was approved by 100% of the Shareholders entitled to vote.

IN WITNESS WHEREOF, the undersigned sole shareholder and the sole director of the corporation executed these Articles of Amendment this seventh (7th) day of April, 1998.

Mary B. DeSimone
MARY B. DeSIMONE, Director/Shareholder

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARY B. DeSIMONE, known to me and known by me to be the person who executed the foregoing Articles of Amendment, and she acknowledged before me that she executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7th day of April, 1998.

Maria A. Singer

My commission expires:

Print Name: MARIA A. SINGER
NOTARY PUBLIC, STATE OF FLORIDA
Commission No.: CC415814



MARIA A SINGER
My Commission CC415814
Expires Dec. 03, 1998
Bonded by NFNU
800-224-6368

STATEMENT OF CHANGE OF REGISTERED AGENT FOR:
MARY B. DeSIMONE, C.P.A., P.A.

MARY B. DeSIMONE, C.P.A., P.A., in compliance with Section 607.0502, Florida Statutes, a corporation organized under the laws of the State of Florida, on December 31st, 1997, effective January 1st, 1998, whose document number is P97000108361, submits the following statement of change of the Registered Agent for the corporation in the State of Florida.

The name and address of the current registered agent is:

AmeriLawyer
343 Almeria Avenue
Coral Gables, FL 33134

The name and address of the new registered agent is:

Joseph K. Singer, Esq.
JOSEPH K. SINGER, P.A.
201 N. University Dr., Suite # 114
Plantation, FL 33324

DATED: April 7th, 1998

The foregoing change of registered agent was authorized by the Directors of the corporation.

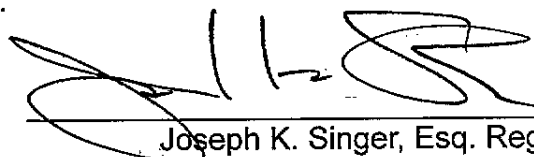


MARY B. DeSIMONE, Director/Shareholder

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of my duties.

DATED: April 7th, 1998.



Joseph K. Singer, Esq. Registered Agent