

JUN. -10' 99 (THU) 16:23 BILZIN, SUMBERG, ET. AL

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Division of Corporations

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P98000039026

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From:

Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP

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BASIC AMENDMENT

SEIDEN, ALDER, ROTHMAN & PETOSA, P.A.

Certificate of Status	0
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Amendment

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D. CONNELL JUN 10 1999

Fax Audit No. H99- 14131

FIRST AMENDMENT TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

SEIDEN, ALDER, ROTHMAN & PETOSA, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Andrew Seiden, being the President of SEIDEN, ALDER, ROTHMAN & PETOSA, P.A., a Florida corporation (the "Corporation"), incorporated effective as of April 24, 1998, under Document No. P98000039026, does hereby certify, attest and serve notice, pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, that the Amended and Restated Articles of Incorporation of the Corporation, as heretofore amended (as heretofore amended, the "Articles"), are hereby further amended as follows:

1. Article IX of the Articles of the Corporation entitled "By-Laws" is hereby amended in its entirety to read as follows:

"ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested solely in the shareholders of this corporation. The shareholders of this corporation may amend or adopt a By-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law."

2. Article X of the Articles of the Corporation entitled "Indemnification" is hereby deleted in its entirety.

3. Article XI of the Articles of the Corporation entitled "Amendment" is hereby renumbered so that it becomes Article X of the Articles.

Such amendments of the Articles of the Corporation have been duly and unanimously authorized, adopted and directed by the Board of Directors and shareholders of the Corporation at a joint meeting of the Board of Directors and shareholders of the Corporation on May 15, 1999. All other provisions of the Articles of the Corporation shall remain in full force and effect without any modification thereof.

This instrument prepared by:
Deborah R. Mayo, Esquire
Florida Bar No. 366226
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal in her capacity as aforesated as of the 29th day of May, 1999, on behalf of the Corporation.

By: 

Andrew Seiden, President

[CORPORATE SEAL]

This instrument prepared by:
Deborah R. Mayo, Esquire
Florida Bar No. 366226
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580