

G12864

LAW OFFICES
MARTIN & BENNIS, P.A.

ROBERT C. MARTIN
RANDY M. BENNIS

319 SOUTHEAST 14TH STREET
FORT LAUDERDALE, FLORIDA 33316-1029

FAX (954) 522-8610
TELEPHONE (954) 524-5331

September 8, 1997

VIA FEDERAL EXPRESS

Department of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****35.00 *****35.00

Re: MARTIN & BENNIS, P.A.
Re: Document No. G12864

Dear Sir/Madam:

Enclosed herewith please find duplicate originals of Articles of Amendment to the Articles of Incorporation of HEIDGERD, MARTIN & BENNIS, P.A. and Acceptance of Registered Agent, along with our check in the amount of \$35.00 as a filing fee.

Please return a certified copy of the Articles of Amendment along with your charter certificate as soon as possible.

Thank you for your attention in this matter.

Very truly yours,

HEIDGERD & MARTIN, P.A.


Robert C. Martin

RCM:skk
enclosures

FILED
97 SEP -9 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC&AM
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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF HEIDGERD, MARTIN & BENNIS, P.A.
a Florida corporation**

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97 SEP -9 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES I, V and VII of the Articles of Incorporation of Heidgerd, Martin & Bennis, P.A., a Florida corporation, are hereby amended to read as follows:

ARTICLE I

The name of this Corporation shall be MARTIN & BENNIS, P.A.

ARTICLE V

The post office address and the principal office of the corporation shall be 319 Southeast 14th Street, Fort Lauderdale, Florida 33316-1929.

ARTICLE VII

The name and street address of the Registered Agent is: Robert C. Martin, 319 S.E. 14th Street, Ft. Lauderdale, FL 33316-1929. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

The foregoing Amendment to the Articles of Incorporation of Heidgerd, Martin & Bennis, P.A., a Florida corporation, was duly adopted and approved by means of Unanimous Written Consent of the Shareholders and Directors of the Corporation dated September 2, 1997, pursuant to the terms of Sections 607.0704, 607.0821 and 607.1003 of the Florida Statutes and the Corporation's Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned President and Vice President of the Corporation pursuant to the authority granted by

the Shareholders and Directors, have executed these Articles of Amendment, this 2nd day of September, 1997.

HEIDGERD, MARTIN & BENNIS, P.A.
a Florida corporation

(corporate seal)

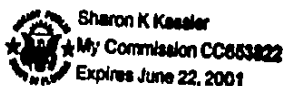
BY: 
ROBERT C. MARTIN, President and
Secretary

BY: 
RANDY M. BENNIS, Vice President
and Treasurer

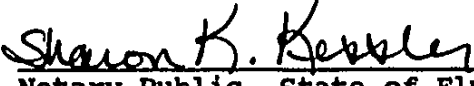
STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to administer oaths and take acknowledgments in the State and County set forth above, personally appeared ROBERT C. MARTIN and RANDY M. BENNIS known to me and known by me to be the individuals who executed the foregoing Amendment to the Articles of Incorporation, as President and Vice President of HEIDGERD, MARTIN & BENNIS, P.A., and acknowledged before me that they executed those Articles of Amendment as President and Vice President respectively of said Corporation, and that the seal affixed to the foregoing Articles of Amendment is the official seal of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 2nd day of September, 1997.



My Commission Expires:


Notary Public, State of Florida
Print Name: Sharon K. Kessler

ACKNOWLEDGEMENT OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

Having been named to accept service of process for MARTIN & BENNIS, P.A., at 319 S.E. 14th Street, Fort Lauderdale, Florida 33316-1929, I hereby agree to act in this capacity, accept appointment thereto, and agree to comply with the provision of said Act relative to keeping open said office.

Date: September 2, 1997

BY: 

Robert C. Martin
(Registered Agent)

**UNANIMOUS WRITTEN CONSENT OF
SHAREHOLDERS AND DIRECTORS OF
HEIDGERD, MARTIN & BENNIS, P.A.,
a Florida Corporation
IN LIEU OF A SPECIAL MEETING**

The undersigned, constituting the Shareholders and Directors of HEIDGERD, MARTIN & BENNIS, P.A., a Florida Corporation, hereinafter referred to as the "Corporation", consent to the corporate actions specified below and adopt the following resolutions by written consent, pursuant to the terms of Sections 607.0821 and 607.0704 of the Florida Statutes:

RESOLVED,

(A) That the name of the Corporation be changed forthwith to MARTIN & BENNIS, P.A.;


(B) The post office address and the principal office is changed to 319 S.E. 14th Street, Ft. Lauderdale, FL 33316;

(C) That Robert C. Martin is hereby elected as President, Secretary and Director;

(D) That Randy M. Bennis is hereby elected as Vice President, Treasurer and Director.

IN WITNESS WHEREOF, the undersigned Shareholders, Officers and Directors have executed this Consent this 2nd day of September, 1997.

DIRECTOR




ROBERT C. MARTIN

DIRECTOR



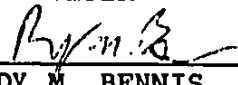
RANDY M. BENNIS

SHAREHOLDER



ROBERT C. MARTIN

SHAREHOLDER



RANDY M. BENNIS