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Florida Department of State
Division of Corporations
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Account Number : 072100000520
Phone : (813) 221-3900
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00 MAR -2 PM 3:54
DIVISION OF CORPORATIONS

BASIC AMENDMENT
CARTER & VER PLANCK, INC.

FILED
00 MAR -2 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CARTER & VER PLANCK, INC.**

WHEREAS, the Articles of Incorporation of CARTER & VER PLANCK, INC. (the "Corporation") were filed with and approved by the Secretary of State of Florida on October 7, 1960.

WHEREAS, it is the intention of all of the stockholders of the Corporation that the Articles of Incorporation be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to Articles of Incorporation hereinafter set forth was approved by unanimous consent of all the stockholders of the Corporation pursuant to the provisions of Section 607.0704, Florida Statutes, by a Written Statement Manifesting Stockholder Approval of an Amendment to the Articles of Incorporation dated as of February 11, 2000.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following:

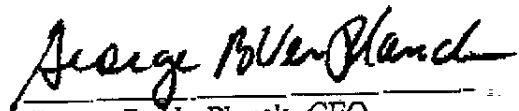
"ARTICLE I

Name

The name of this corporation is: Carter & VerPlanck, Inc."

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation is hereby executed on behalf of the Corporation by its CEO on February 11, 2000.

CARTER & VER PLANCK, INC.


George B. VerPlanck, CEO

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