

476006



PROJECT ADVISERS CORP.

Reply to:
P.O. Box 432050
7001 S.W. 61st Avenue
Miami, Florida 33143-3420

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____ **700004419277--4**
(Corporation Name) (Document #) ~~06/14/01-01020-001~~
*****35.00 *****35.00

4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FILED
 01 JUN 13 PM 3:31
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 1, 2001

PROJECT ADVISORS CORP.
7425 S.W. 42ND STREET
MIAMI, FL 33155

SUBJECT: PROJECT ADVISERS CORP.
Ref. Number: 476006

We have received your document for PROJECT ADVISERS CORP., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 801A00033286

RECEIVED
01 JUN 13 AM 10:06
DIVISION OF CORPORATIONS

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

FILED
01 JUN 13 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Project Advisers Corp

(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 VIII is amended as follows:

Joaquin E. Luaces resigns as President
Linda F. Murphy is appointed as President

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: May 15, 2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

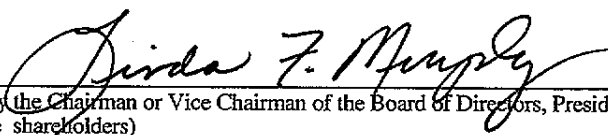
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled 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 15th day of May, 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)

Linda F. Murphy

Typed or printed name

Chief Executive Officer

Title

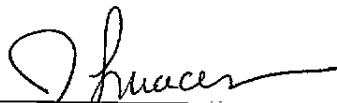
OFFICER / DIRECTOR RESIGNATION

I, Joaquin E. Luaces, hereby resign as President
(Title)

of Project Advisers Corporation
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)

FILING FEE IS \$35.00