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August 15, 2000

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Ron Sellers & Associates, Inc.

Gentlemen:

Enclosed are the original and a copy of Amendment No. 2 to the Articles of Incorporation of the above captioned corporation. Please file the original and return the copy certified.

A check in the amount of \$43.75 is enclosed to cover the \$35.00 filing fee and the \$8.75 fee for the certified copy.

Sincerely,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By: Peter Blatt
Peter Blatt

PB:sls

Enclosures

N:\PAB\9841-12\Corporate Ltr Ron Sellers & Assoc Amend 2.wpd

FILED
00 AUG 17 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ac 8/25
Amend

AMENDMENT NO. 2
TO
ARTICLES OF INCORPORATION
OF
RON SELLERS & ASSOCIATES, INC.

Ron Sellers & Associates, Inc., a Florida corporation, under its corporate seal and the hands of its President, Christopher Gardner, and Secretary, Wanda Esters, hereby certifies that:

Upon the proposal of the Board of Directors of the corporation, the following resolution was duly and unanimously adopted by the Board of Directors and by all holders of the outstanding stock of the corporation, by written instrument dated June 6, 2000, to-wit:

RESOLVED, that, effective on the date of filing with the Department of State of Florida, the Certificate of Incorporation of Ron Sellers & Associates, Inc., which was approved and filed in the office of the Secretary of State at Tallahassee, Florida, on August 8, 1975, be amended by striking Article III thereof in its entirety and by substituting therefor the following:

ARTICLE III

Capital Stock

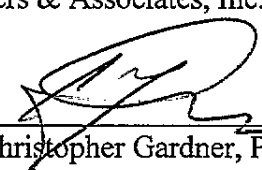
The capital stock of this corporation shall consist of 500 shares of Class A Voting common stock of \$1.00 par value, fully paid and non-assessable, and 500 shares of Class B Non-Voting common stock of \$1.00 par value, fully paid and non-assessable.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and Secretary this 6th day of June, 2000.

Ron Sellers & Associates, Inc.

(CORPORATE SEAL)

By


Christopher Gardner, President

ATTEST:

Wanda Esters
Wanda Esters, Secretary

FILED
00 AUG 17 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**JOINT DIRECTOR'S AND STOCKHOLDERS'
CONSENT**

Pursuant to Florida Statutes 607.0821 and 607.0704, we, the undersigned, being all of the Directors and Stockholders of RON SELLERS & ASSOCIATES, INC., a Florida corporation, do hereby adopt the following resolution:

RESOLVED, that, effective on the date of filing with the Department of State of Florida, the Certificate of Incorporation of Ron Sellers & Associates, Inc., which was approved and filed in the office of the Secretary of State at Tallahassee, Florida, on August 8, 1975, be amended by striking Article III thereof in its entirety and by substituting therefor the following:

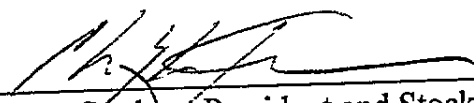
ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 500 shares of Class A Voting common stock of \$1.00 par value, fully paid and non-assessable, and 500 shares of Class B Non-Voting common stock of \$1.00 par value, fully paid and non-assessable.

The appropriate officers of the corporation are authorized to execute an Amendment to the Articles of Incorporation and to see to its filing with the Secretary of State of Florida.

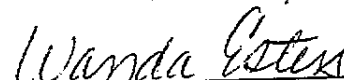
Dated this 6th day of June, 2000.



Christopher Gardner, President and Stockholder



Ron Sellers, Stockholder



Wanda Esters, Secretary