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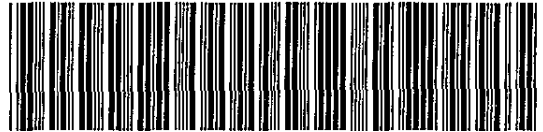
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

T BROWN APR 28 2004

BRASFIELD, FULLER, FREEMAN, & O'HERN

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

J. SCOTT BRASFIELD
STUART J. FREEMAN
JEFFREY R. FULLER
JOSHUA D. GOLDIS
ANN LEHR O'HERN
GARRY L. POTTS
LARRY W. WERTZ (1945-1995)

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April 19, 2004

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

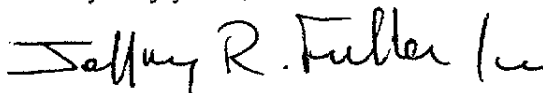
Dear Sir:

Enclosed please find an original and one copy of the Minutes of the Special Joint Meeting of the Shareholders and Directors of Brasfield, Fuller, Freeman, Lovell & O'Hern, P.A., and of the Amendment to the Articles of Incorporation of the Professional Association, changing the name.

Please file the documents and provide us with a certified copy of same. Our firm check in the amount of \$52.50 representing your fees for filing and certifying a copy of the documents is also enclosed.

If you have any questions, please don't hesitate to contact me at (727) 327-2258.

Very truly yours,



Jeffrey R. Fuller

JRF:lar

AMENDMENT TO
ARTICLES OF INCORPORATION

The following amendment to the Certificate of Incorporation of **BRASFIELD, FULLER, FREEMAN, LOVELL & O'HERN, PROFESSIONAL ASSOCIATION**, a Florida corporation, was submitted and approved at a special meeting of the Board of Directors and Stockholders of said corporation held on February 11, 2004, and thereat proposed by the Board of Directors to the Stockholders and duly approved at said meeting, to be effective March 15, 2004:

AMENDMENT:

The Articles of Incorporation of **BRASFIELD, FULLER, FREEMAN LOVELL & O'HERN, PROFESSIONAL ASSOCIATION**, are hereby amended in the following respects:

1. Delete from said Articles of Incorporation all of Article I and substitute therefor:

"ARTICLE I

The name of the corporation is **BRASFIELD, FULLER, FREEMAN & O'HERN, PROFESSIONAL ASSOCIATION.**"

CERTIFICATE OF STOCKHOLDERS APPROVAL

WE HEREBY CERTIFY that the Minutes of the Special Meeting of the Board of Directors and Stockholders, held on February 11, 2004, reflect that the above amendment to the Articles of Incorporation was approved by the majority vote in accordance with the By-Laws of the corporation.



J. SCOTT BRASFIELD - President



JEFFREY R. FULLER - Secretary

(Corporate Seal)

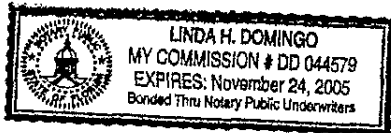
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04 APR 21 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :
COUNTY OF PINELLAS :

I HEREBY CERTIFY that on the 11th day of February, 2004, personally appeared before me, the undersigned authority, J. SCOTT BRASFIELD and JEFFREY R. FULLER, the President and Secretary, respectively, of BRASFIELD, FULLER, FREEMAN, LOVELL & O'HERN, PROFESSIONAL ASSOCIATION, a Florida corporation, to me well known and known to me to be the persons who signed the above Amendment to the Articles of Incorporation, and who acknowledged to me that they executed the foregoing as officers of the corporation for the purpose of obtaining an Amendment to the Articles of Incorporation as hereinabove set forth.

Linda H. Domingo
Notary Public

My Commission Expires:



**MINUTES OF SPECIAL JOINT MEETING OF
SHAREHOLDERS AND DIRECTORS OF
BRASFIELD, FULLER, FREEMAN, LOVELL & O'HERN, P.A.**

This Special Joint Meeting of the Shareholders and Board of Directors of BRASFIELD, FULLER, FREEMAN, LOVELL & O'HERN, P.A., was held at 2553 First Avenue North, St. Petersburg, Florida, on February 11, 2004 at 4:00 p.m.

The meeting was called to order by J. Scott Brasfield, President. The Secretary, Jeffrey R. Fuller, reported that the meeting had been called pursuant to a notice thereof in accordance with the By-Laws of the Corporation and by the statement of Jeffrey R. Fuller manifesting an intent, pursuant to Article XIV of the Articles of Incorporation, that the proposed minute be made.

The Secretary then read the roll of the Shareholders from a stock transfer ledger and the following Shareholders were present in person:

J. SCOTT BRASFIELD (40 shares)
JEFFREY R. FULLER (40 shares)
STUART J. FREEMAN (40 shares)
ANN O'HERN (40 shares)

The Secretary then read the roll of the Directors of the Corporation, and the following, being the majority of the Directors of the Corporation, were present in person:

J. SCOTT BRASFIELD
JEFFREY R. FULLER
STUART J. FREEMAN
ANN O'HERN

The President stated that a majority of the total number of shares issued and outstanding were represented and a quorum was declared present.

The Minutes of the last meeting of the Shareholders and Directors were read and approved. Reports of Officers and unfinished business were, by motion duly made and carried, dispensed with.

The President then announced that the purpose of the meeting was to consider an Amendment to the Articles of Incorporation, which had been proposed by the Board of Directors to the Shareholders, pursuant to Article XIV of the Articles of Incorporation, as follows:

The Articles of Incorporation of BRASFIELD, FULLER, FREEMAN, LOVELL & O'HERN, PROFESSIONAL ASSOCIATION, are hereby amended in the following respect:

- 1. Delete from said Articles of Incorporation all of Article I and substitute therefor:**

"ARTICLE I

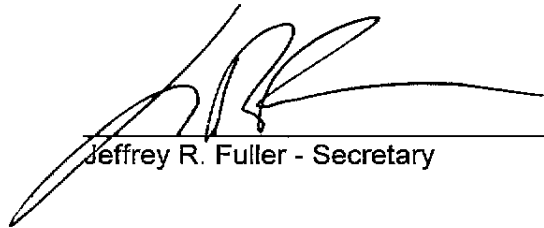
The name of this Corporation is BRASFIELD, FULLER, FREEMAN & O'HERN, PROFESSIONAL ASSOCIATION.

A discussion was then held regarding the proposed Amendment and upon motion duly made and carried, the same was unanimously approved.

The Secretary was directed to prepare and file forthwith in the office of the Secretary of State, the foregoing Amendment to the Articles of Incorporation.

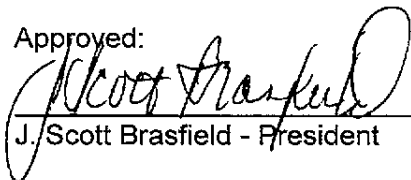
There being no further business to come before the meeting, the same was, upon motion duly made and carried, adjourned.

Dated February 11, 2004.



Jeffrey R. Fuller - Secretary

Approved:



J. Scott Brasfield - President