

547587

Charter Number Only

5/5/98

Law offices of Douglass R. Bell

Requestor's Name

500 E. Broward Blvd #601

Address

Fort Lauderdale, FL 33301

City

State

ZIP

Phone

524-8526

VALIDATION ONLY

FILED OF STATE
SECRETARY OF CORPORATION
98 MAY -6 PM 1:39
DIVISION OF CORPORATION

100002513091-4
-05/06/98-01048-004
*****35.00 *****35.00

CORPORATION(S) NAME

Carnahan, Procter and Associates, Inc.



Empire Toll Free: 1-800-432-3028

~~Profit~~
 NonProfit

Amendment

Merger

Foreign

Dissolution

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of Registered Agent

~~10~~
 Certified Copy

Photo Copies

Certificate Under Seal

Call When Ready
 Walk In

Will Wait

Call If Problem

Pick Up

After 4:30

Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

98 MAY -6 AM 10:15
DIVISION OF CORPORATION
RECEIVED

N.C.
5-6-98

CARNAHAN, PROCTOR AND ASSOCIATES, INC.
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 1:39

CARNAHAN, PROCTOR AND ASSOCIATES, INC., a Florida corporation having its principal office at 6191 West Atlantic Boulevard, Margate, Florida 33063, hereinafter called the "Corporation", hereby certifies to the Florida Department of State, Secretary of State, Division of Corporations that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by changing the Corporate name to:


CARNAHAN, PROCTOR AND CROSS, INC.

SECOND: The Amendment of the Articles of Incorporation was adopted by the Board of Directors of the Corporation on the 22 day of April, 1998.


THIRD: The above Amendment of the Articles of Incorporation of the Corporation was approved by a majority of the stockholders of the Corporation on the 22 day of April, 1998.

IN WITNESS WHEREOF, CARNAHAN, PROCTOR AND ASSOCIATES, INC., has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on this 22 day of April, 1998.

CARNAHAN, PROCTOR AND
ASSOCIATES, INC., a Florida Corporation


By: Daniel L. Carnahan, President

ATTEST:


By: Sue Higgins, Secretary

STATE OF FLORIDA)
)§
COUNTY OF BROWARD)

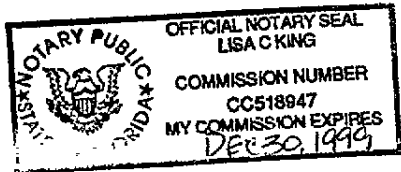
I HEREBY CERTIFY that on this 22 day of April, 1998, before me the undersigned authority, a notary public of the State of Florida, in and for Broward County, Florida, personally appeared DANIEL L. CARNAHAN and SUE HIGGINS as President and Secretary of CARNAHAN, PROCTOR AND ASSOCIATES, INC., a Florida Corporation, who executed the foregoing Articles of Amendment to Articles of Incorporation and acknowledged before me, according to law that they made and subscribed the same for the purposes therein mentioned and set forth. They are personally known to me] or [have produced _____, as identification].

WITNESS my hand and seal, in Broward County, Florida, this 22 day of April, 1998.

NOTARY SEAL OR STAMP

↓

Lisa C King
NOTARY PUBLIC - STATE OF FLORIDA




CERTIFICATE OF RESOLUTION
OF
CARNAHAN, PROCTOR AND ASSOCIATES, INC.

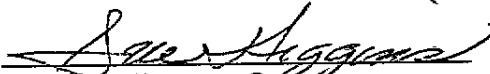
The undersigned President and Secretary of CARNAHAN, PROCTOR AND ASSOCIATES, INC., certifies that the following resolution was adopted by the shareholders at a Special Meeting of the holders of all of the outstanding voting shares by unanimous vote at the office of the Corporation held on April 22, 1998 at 10:00 A.M.:

1. Be it resolved that the name of the Corporation shall be changed to CARNAHAN, PROCTOR AND CROSS, INC., effective this 22 day of April, 1998.

CARNAHAN, PROCTOR AND
ASSOCIATES, INC., a Florida Corporation


By: Daniel L. Carnahan, President

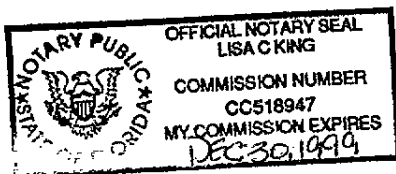
ATTEST:


By: Sue Higgins, Secretary

STATE OF FLORIDA)
)§
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 22 day of April, 1998, by DANIEL L. CARNAHAN and SUE HIGGINS as President and Secretary of CARNAHAN, PROCTOR AND ASSOCIATES, INC., a Florida Corporation, on behalf of the Corporation. They are [personally known to me] or [have produced _____ as identification].

NOTARY SEAL OR STAMP




NOTARY PUBLIC - STATE OF FLORIDA

RESOLUTION

AT a meeting of the Directors of CARNAHAN, PROCTOR AND ASSOCIATES, INC. held on the 30 day of April, 1998 it was RESOLVED AS FOLLOWS:

1. That the name of the Corporation be changed to CARNAHAN, PROCTOR AND CROSS, INC.
2. That the President and Secretary of the Corporation be and they hereby are authorized and directed to execute the Articles of Amendment of the Articles of Incorporation and to have said instrument filed in the office of the Secretary of State in Tallahassee, Florida.
3. That the Secretary of the Corporation be and she hereby is authorized to execute a Certificate of Amendment of the Bylaws of this corporation evidencing the change of the corporate name as authorized hereby and to affix said certificate to the bylaws of this corporation.
4. That the President and Secretary of the Corporation be and they hereby are authorized and directed to execute any further documents, pay the necessary fees and costs, and to do any and all things that may be necessary to effectuate the foregoing resolutions.

DATED: April 22, 1998.



DANIEL L. CARNAHAN, Director