

HARRIS, MIDYETTE, GEARY, DARBY & MORRELL, P.A.

ATTORNEYS AT LAW

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Christy F. Harris
William M. Midyette, III
Joseph A. Geary
Ben H. Darby, Jr.
Eduardo F. Morrell
Diane E. Hill

548735

November 9, 1998

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

Re: Amendment to Articles of Incorporation (Harris, Midyette, Geary,
Darby & Morrell, P.A.)

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*****35.00 *****35.00

Ladies and Gentlemen:

Enclosed is an original and one copy of an Amendment to Articles of Incorporation of Harris, Midyette, Geary, Darby & Morrell, P.A. Please file the original with your office, conform the enclosed copy as to filing date and return to our office in the self-addressed, stamped envelope provided.

Our firm's check, in the amount of \$35.00, is also enclosed, representing your filing fee charges.

If you have any questions or if anything further is required, please contact our office. Thank you for your assistance in this matter.

Sincerely yours,

HARRIS, MIDYETTE & DARBY, P.A.

By: Christy F. Harris
Christy F. Harris, President

/lkm

Enclosures: Stated Above

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98 NOV 12 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION

OF

HARRIS, MIDYETTE, GEARY, DARBY & MORRELL, P.A.

The undersigned, being all of the Directors and Stockholders of HARRIS, MIDYETTE, GEARY, DARBY & MORRELL, P.A., do hereby amend the Articles of Incorporation of the corporation effective on the 1st day of November, 1998, and in accordance with the provisions of Florida Statutes, Section 607.1006, as follows:

ARTICLE I. NAME

The name of the corporation is:

HARRIS, MIDYETTE & DARBY, P.A.

Except as specifically amended hereby, the Articles of Incorporation shall remain in full force and effect.

Executed this 3rd day November, 1998.

Christy Harris
CHRISTY F. HARRIS -
Director and Stockholder

Ben H. Darby, Jr.
BEN H. DARBY, JR. -
Director and Stockholder

William M. Midyette
WILLIAM M. MIDYETTE
Director and Stockholder

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Amendment to Articles of
Incorporation -
Harris, Midyette, Geary,
Darby & Morrell, P.A.
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The above Amendment to Articles of Incorporation was duly adopted by the Stockholders and Directors of
Harris, Midyette, Geary, Darby & Morrell, P.A. on 3rd day of November, 1998.

HARRIS, MIDYETTE, GEARY, DARBY & MORRELL, P.A.

By: Christy F. Harris
Christy F. Harris, President

ATTEST:

Diane E. Hill
Diane E. Hill, Assistant Secretary

STATE OF FLORIDA,
COUNTY OF POLK,

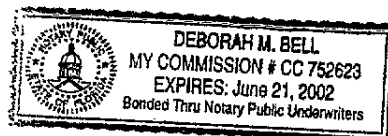
I HEREBY CERTIFY that on this day before me, the undersigned Notary Public authorized in the State and County named above to take acknowledgements, personally appeared CHRISTY F. HARRIS and DIANE E. HILL, President and Assistant Secretary of Harris, Midyette, Geary, Darby & Morrell, P.A., a Florida Professional Association, known to me to be the persons described in and who executed the foregoing Amendment to Articles of Incorporation as such officers and they acknowledged before me that they executed the same on behalf of the corporation.

WITNESS my hand and official seal in the State and County named above, on this 3rd day of November, 1998.

Deborah M. Bell
NOTARY PUBLIC
Deborah M. Bell
(Print Name)

My Commission Expires:

(NOTARIAL SEAL)
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CONSENT ACTION

OF

HARRIS, MIDYETTE, GEARY, DARBY & MORRELL, P.A.

The undersigned being all of the Shareholders and Directors of Harris, Midyette, Geary, Darby & Morrell, P.A. take and adopt the following actions without meeting.

1. As a result of the following resignations of Joseph A. Geary and Edwardo F. Morrell, as Directors and Officers of the Professional Corporation, it is resolved by the Stockholders and Directors of the Professional Corporation to change the name of the Professional Corporation to "HARRIS, MIDYETTE & DARBY, P.A."
2. It is also resolved by the stockholders and Directors of the Professional Corporation to reduce the number of Directors to three (3).
3. It is also resolved by the Stockholders and Directors of the Professional Corporation to appoint Lisa S. Dobson as Assistant Treasurer of the Professional Corporation, in place of Ben H. Darby, Jr., and to appoint Mr. Darby as Vice President and Secretary.
4. It is further resolved by the Stockholders and Directors of the Professional Corporation to appoint Diane E. Hill as the Assistant Secretary of the Professional Corporation.

WHEREFORE, this Consent Action of the Corporation is taken, effective this 3rd day of

November, 1998

Christy F. Harris
CHRISTY F. HARRIS - Director and Stockholder

William M. Midyette III
WILLIAM M. MIDYETTE, III - Director and Stockholder

Ben H. Darby, Jr.
BEN H. DARBY, JR. - Director and Stockholder