

603998

WEBB, O'QUINN & MURPHREE

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

PHILIP A. WEBB, III*
ROBERT E. O'QUINN, JR.*
CLYDE E. MURPHREE*
PAMELA S. LYNDE
*CERTIFIED MEDIATOR

4035 ATLANTIC BOULEVARD
JACKSONVILLE, FLORIDA 32207-2036
TELEPHONE 904/399-2900
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15 May 1999

Corporate Specialist Supervisor
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

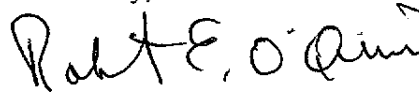
RE: WEBB, O'QUINN & MURPHREE, PROFESSIONAL ASSOCIATION
603998

Dear Sir or Madam:

Enclosed is the original and one copy of the Amendment to Articles of Incorporation of Webb, O'Quinn & Murphree, Professional Association, changing the name of the corporation to Webb & O'Quinn, Professional Association. Also enclosed is our check in the amount of \$43.75. Could we ask that you please return a copy to us after it has been certified.

Thank you for your attention to this matter.

Sincerely,



Robert E. O'Quinn, Jr.

REOjr/ck
Enclosures

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-05/25/99-01003-010
*****43.75 *****43.75

FILED
99 MAY 25 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
TLL JUN 2 1999

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
WEBB, O'QUINN & MURPHREE, P.A.

FILED
99 MAY 25 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Amendment to the Articles of Incorporation of WEBB, O'QUINN & MURPHREE, P.A., is executed, acknowledged and presented to amend said Articles of Incorporation, as follows:

ARTICLE I
NAME

1. Effective 1 April 1999 the name of this corporation is changed to **WEBB & O'QUINN, P.A.**
2. The foregoing amendment was adopted by written action of the sole director and majority shareholder of the corporation on Wednesday, March 31, 1999.


DATED at Jacksonville, Duval County, Florida this 31st day of March, 1999.



PRESIDENT/VICE-PRESIDENT
SECRETARY/TREASURER

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that the foregoing instrument was acknowledged this 31st day of March, 1999, by ROBERT E. O'QUINN, JR. who is personally well known to me to be the person described as President/Vice President, in and who executed the foregoing Amendment to Amended Articles of Incorporation, and he acknowledge to and before me that he subscribed to that Amendment.



Notary Public State of Florida
Print Name: Carolyn A. Kardatzke
Commission: CC621734 Expires: 2/16/01



OFFICIAL SEAL
Carolyn A. Kardatzke
My Commission Expires
February 16, 2001
Comm. No. CC 621734

**MINUTES OF SPECIAL MEETING OF THE MAJORITY STOCKHOLDER AND
THE BOARD OF DIRECTORS OF
WEBB, O'QUINN & MURPHREE, PROFESSIONAL ASSOCIATION**


A special meeting of the majority stockholder and the Board of Directors of Webb, O'Quinn and Murphree, Professional Association, was held in the office of the corporation at 4035 Atlantic Boulevard, Jacksonville, Florida on Wednesday, March 31, 1999.

The majority stockholder owning 75.5% of the outstanding shares and the sole Director was present, namely: Robert E. O'Quinn, Jr., and waived notice of the meeting as evidenced by the signed Waiver of Notice of Meeting attached to and made a part of these minutes.


Upon motion duly made and carried, it was resolved to amend the Articles of Incorporation to change the name of the corporation to Webb & O'Quinn, Professional Association. The President and Secretary was authorized and directed to execute the necessary documents to implement such changes and file the amended Article of Incorporation with the Secretary of State.

Upon motion duly made and carried it was resolved to change the name of the Webb, O'Quinn & Murphree, P.A. Retirement and Profit Sharing Trust to Webb & O'Quinn P.A. Retirement and Profit Sharing Trust. The President and Secretary were authorized and directed to implement that change.

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

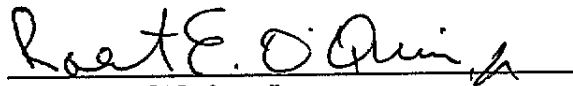

Secretary

Approved:


President

WAIVER OF NOTICE OF MEETING

The undersigned, being the majority stockholder owning 75.5% of the outstanding shares of stock and the sole Director of WEBB, O'QUINN & MURPHREE, PROFESSIONAL ASSOCIATION, hereby waives notice of the foregoing meeting and consents to the holding of the meeting at the office of the corporation on Wednesday, March 31, 1999.


Robert E. O'Quinn, Jr.