

F03976

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000029167 3)))



H070000291673ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : GREENSPOON MARDER, P.A.
Account Number : 076064003722
Phone : (407) 422-6583
Fax Number : (954) 343-6962

SECRETARY OF STATE
ALLAHASSEE, FLORIDA

07 FEB -1 AM 8:52

FILED

COR AMND/RESTATE/CORRECT OR O/D RESIGN

MILLWARD AND COMPANY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED
07 FEB -1 AM 8:00
DIVISION OF CORPORATIONS

Amnd on
2-1-07

**CORPORATION
ARTICLES OF AMENDMENT
MILLWARD AND COMPANY, INC.**

I

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

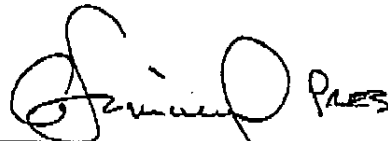
1. Article II is hereby amended to read in its entirety as follows:

The Corporation is a party to an Asset Purchase Agreement by and among itself, William Millward, Sheldon Steiner, Barry Shapiro, McGladrey & Pullen, LLP ("M&P") and RSM McGladrey, Inc. dated February 1, 2007 (the "APA"). As of the date of the APA, the Corporation is prohibited from doing business as "Millward and Company" (or any derivative or variation thereof or other name that is confusingly similar) and is prohibited from conducting further operations, except in each case for operations necessary for the purposes of: (i) collecting payments pursuant to the APA, (ii) billing work-in-process and collecting accounts receivable with respect to services rendered prior to the date of the APA, subject to the provisions of Section 3.3(b) of the APA, (iii) paying expenses and satisfying liabilities and obligations of the Corporation (including those associated with indemnification obligations under the APA), (iv) defending malpractice claims, (v) distributing amounts as permitted under the APA, (vi) signing off on report reissuances and consents as required pursuant to the APA, (vii) completing engagements pending as of the date of the APA (including action necessary to maintain the Corporation's accounting firm license with the State of Florida and any other State in which such a license is required and its current name for such purposes); subject to the right of M&P under the APA to undertake one or more of such engagements, and (viii) satisfying the Corporation's obligations under the APA.

2. The foregoing amendment was adopted on February 1, 2007.

3. The number of votes cast for the amendment by the shareholders was sufficient for approval.

The undersigned, has executed these Articles of Amendment, this 1st day of February, 2007.



William Millward, as President