

F58000

MITCHELL  
COCKEY  
& EDWARDS  
P.A.

One Tampa City Center  
22<sup>nd</sup> Floor  
P.O. Box 3433 (Zip 33601)  
Tampa, FL 33602  
Telephone: (813) 229-3321  
Facsimile: (813) 223-9067

jhall@annislaw.com

April 16, 2001

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Attn: Amendments Section

Re: **Mitchell, Cockey & Edwards, P.A.**  
Our File No. 9999-001

Dear Madam or Sir:

Enclosed are the original and one copy of the Articles of Amendment to Articles of Incorporation for the above-referenced Florida corporation, as well as our firm's check in the amount of \$43.75 in payment of the filing and certification fees.

Please file the Articles of Amendment and certify the enclosed copy of the same. Please return the evidence to us by mail in the return envelope provided.

If you have any questions, please let me know. Thank you for your assistance.

Sincerely,

*Judith A. Hall*  
Judith A. Hall  
Legal Assistant

/jah  
Enclosures  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
MITCHELL, COCKEY & EDWARDS, P.A.**

**Mitchell, Cockey & Edwards, P.A.**, a Florida professional services corporation formerly known as "Annis, Mitchell, Cockey, Edwards & Roehn, P.A.," organized and existing under the laws of the State of Florida, hereby certifies as follows:

Pursuant to Written Action of the Shareholders and Directors of the Corporation, in lieu of a special meeting, the following resolutions were adopted on April 13, 2001, amending the Articles of Incorporation:

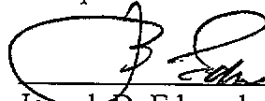
**RESOLVED**, that the Corporation amend its Articles of Incorporation effective upon filing with the Secretary of State that the name of the corporation shall be "**AMCER Asset Management, P.A.**".

**RESOLVED FURTHER**, that the officers of the Corporation be and hereby are authorized and instructed to take such action as may be necessary to effectuate this resolution, including, but not limited to, executing and filing with the Secretary of State of the State of Florida, Articles of Amendment to Articles of Incorporation to reflect the foregoing resolution.

**WHEREUPON**, at Tampa, Florida, this 13<sup>th</sup> day of April, 2001, the Corporation hereby certifies accordingly, under its corporate seal and the hands of its Chief Executive Officer, so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

**MITCHELL, COCKEY & EDWARDS, P.A.**, a  
Florida professional services corporation

By:



Joseph D. Edwards, Chief Executive Officer

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA