

1. Entity Name
Thornton, Davis & Fein, P.A.

00 JUN 23 PM 1:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Principal Place of Business
Brickell BayView Centre
80 S.W. 8th Street, Ste 2900
Miami, FL 33130

Mailing Address
Brickell BayView Centre
80 S.W. Street, Ste 2900
Miami, FL 33130

2. Principal Place of Business		3. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

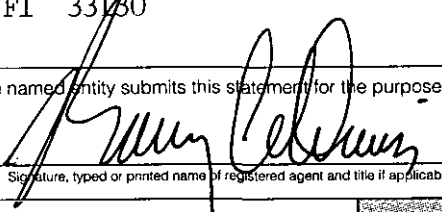
DO NOT WRITE IN THIS SPACE

4. FEI Number 59-2147846	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	

6. Name and Address of Current Registered Agent
~~Murray, John M.~~
80 SW 8th Street
Suite 2900
Miami, FL 33130

7. Name and Address of New Registered Agent
Name
Davis, Barry L.
Street Address (P.O. Box Number is Not Acceptable)
80 SW 8th Street, Suite 2900
City
Miami, Florida FL Zip Code
33130

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

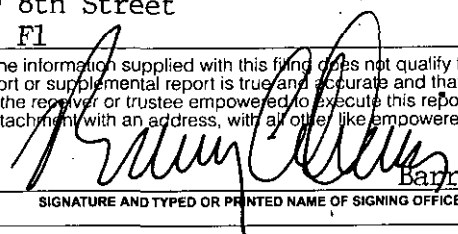
SIGNATURE  Barry L. Davis 06/16/00
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

9. This corporation is eligible to satisfy its intangible tax filing requirement and elects to do so. (See criteria on back) <input type="checkbox"/>	FILE NOW!!! FEE IS \$150.00 After MAY 1, 2000 Fee will be \$550.00 Make Check Payable to Department of State	10. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees
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11. OFFICERS AND DIRECTORS		
TITLE	NAME	<input checked="" type="checkbox"/> Delete
STREET ADDRESS	80 SW 8th Street	
CITY-ST-ZIP	Miami, FL	
TITLE	NAME	<input type="checkbox"/> Delete
STREET ADDRESS	SD Davis, Barry L.	
CITY-ST-ZIP	80 SW 8th Street	
	Miami, FL	
TITLE	NAME	<input type="checkbox"/> Delete
STREET ADDRESS	VD Thornton, Thompson J.	
CITY-ST-ZIP	80 SW 8th Street	
	Miami FL	
TITLE	NAME	<input checked="" type="checkbox"/> Delete
STREET ADDRESS	V Herman, David P.	
CITY-ST-ZIP	80 SW 8th Street	
	Miami, FL	
TITLE	NAME	<input type="checkbox"/> Delete
STREET ADDRESS	V Fein, Frederick J.	
CITY-ST-ZIP	80 SW 8th Street	
	Miami, FL	
TITLE	NAME	<input checked="" type="checkbox"/> Delete
STREET ADDRESS	V Marin, Ana Maria	
CITY-ST-ZIP	80 SW 8th Street	
	Miami FL	

12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE	NAME	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS	V Berlow-Lehner, Lisa	
CITY-ST-ZIP	80 SW 8th Street	
	Miami, FL	
TITLE	NAME	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	PD Davis, Barry L.	
CITY-ST-ZIP		
TITLE	NAME	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	SD Thornton, Thompson J.	
CITY-ST-ZIP		
TITLE	NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		
CITY-ST-ZIP		
TITLE	NAME	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	VD Fein, Frederick J.	
CITY-ST-ZIP		
TITLE	NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		
CITY-ST-ZIP		

13. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 11 or Block 12 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:  Barry L. Davis 06/16/00 305-446-2646
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/99)

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BLOCK 11 Continued

Title	V
Name	Harvey, Holly S.
Street Address:	80 SW 8th Street
City-St	Miami, Fl

CORPORATE RESOLUTION

It is hereby certified that at a special meeting of the stockholders and Board of Directors of THORNTON, DAVIS & MURRAY, P.A., a Florida Professional Association ("Association"), at which a quorum was present, held on June 20, 2000, the following resolution was adopted:

RESOLVED, that JOHN M. MURRAY will be removed as a director and officer pursuant to Article 2, section 9 and Article 3, section 3, respectively, of the By-Laws of the Association.

RESOLVED, that ANA MARIA MARIN will be removed as an officer pursuant to Article 2, section 9 and Article 3, section 3, respectively, of the By-Laws of the Association.

RESOLVED, that DAVID P. HERMAN will be removed as an officer pursuant to Article 2, section 9 and Article 3, section 3, respectively, of the By-Laws of the Association.

RESOLVED, that FREDERICK J. FEIN will be added as a director and officer pursuant to Article 2, section 9 and Article 3, section 3, respectively, of the By-Laws of the Association.

RESOLVED, that HOLLY S. HARVEY will be added as an officer pursuant to Article 2, section 9 and Article 3, section 3, respectively, of the By-Laws of the Association.

RESOLVED, that LISA BERLOW-LEHNER will be added as an officer pursuant to Article 2, section 9 and Article 3, section 3, respectively, of the By-Laws of the Association.

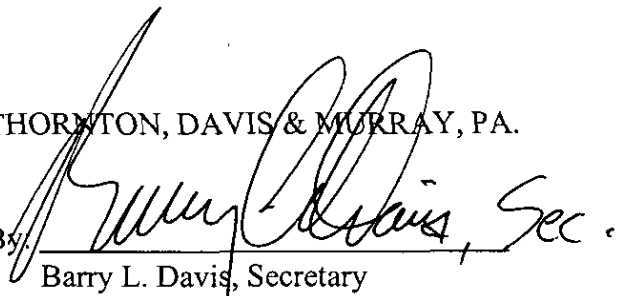
RESOLVED, that the directors of the Association elected and appointed the following officers:

- | | |
|----------------------|--------------------------|
| Barry L. Davis | President |
| J. Thompson Thornton | Secretary |
| Frederick J. Fein | Executive Vice-President |
| Holly S. Harvey | Vice-President |
| Lisa Berlow-Lehner | Vice-President |

RESOLVED, that the name of the Association will be changed to THORNTON, DAVIS & FEIN, P.A.

Dated this 20th day of June, 2000.



THORNTON, DAVIS & MURRAY, PA.
By:  Sec.
Barry L. Davis, Secretary