F8284/

400002950644--7 -08/04/99--01079--004 *****43.75 *****43.75

August 2, 1999....

Florida Department of State Divisions of Corporations P.O. Box 6327 Tallahassee, FL 32314

Dear Sirs:

Enclosed are amendments to the Articles of Incorporation for Criteria And Associates, Inc., document number F82841. The assets of this corporation which include the use of the name has been sold and we are changing our corporate name to G and H of Naples, Inc. to final out this transaction and conclude our papers before eventual dissolution of the company.

We have enclosed the Articles of Amendment Form; our articles of amendment, an action, approval and resolution without meeting letter; consent to use name form and a Copy of our Articles of Incorporation Certificate for your review.

If you have any questions or need any additional information please let me know. You may contact me at 941-434-8449 during the day or 941-774-4152 in the evenings.

Please send any correspondence and the certified copy of the amendment to me at 2080 Kingfish Road, Naples, FL 34102. Enclosed is the \$35.00 filing fee and the \$8.75 for a certified copy of the amendment for a total of \$43.75.

Thank you for your assistance.

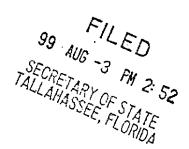
Sincerely,

J. Michael Griffis
Chairman, President Shareholder

99 AUG -3 PM 2: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Criteria And Associates,	Inc.
(present name)	

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

The name of the corporation shall be G and H of Naples, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: June 16, 1999		
FOURTE	I: Adoption of Amendment(s) (CHECK ONE)		
5	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
C	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
"The number of votes cast for the amendment(s) was/were sufficient for approval by"			
	voting group		
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
Signature	Signed this 2nd day of August, 19 99.		
(By the Charman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR			
(By a director if adopted by the directors)			
	OR (By an incorporator if adopted by the incorporators)		
	Typed or printed name		
	Title		

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