

F93000003767

MELITO & ADOLFSEN P.C.

ATTORNEYS AT LAW

WOOLWORTH BUILDING
233 BROADWAY
NEW YORK, N. Y. 10279-0118
TELEPHONE (212) 238-6900
FAX (212) 238-8999

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TEL (201) 985-0011
FAX (201) 985-9656

LOUIS G. ADOLFSEN
IGNATIUS JOHN MELITO
JOHN H. SOMOZA
DAVID M. POLLACK
STEVEN G. ADAMS
ROBERT F. WALSH *

S. DWIGHT STEPHENS °
BRADLEY S. FISCHER ΔΔ
KAREN L. CAMPBELL *Δ
NEIL L. SAMBURSKY *
JOHN F. VOLPE *

BARRY S. BENDETOWIES °Δ
SUSAN M. CHESLER
AMY C. CLAUSS °
GRACE C. GUIFFRIDA *
ERIC S. KATZ *
WENDY S. KENNEDY °Δ
ARTEMIS LEKAKIS *
STEVEN I. LEWBEL *

DONNA ROWLEY O'LEARY *
MATTHEW D. PARROTT
JAMES M. RITTINGER
JOHN R. SIEGART *
MICHAEL A. TURSCHMANN *
KEVIN P. WESTERMAN °Δ
PHYLLIS M. WRANN

* NJ BAR
° CT BAR
Δ FL BAR
ΔΔ FL BAR ONLY

MELITO & ADOLFSEN
110 S.E. 6TH STREET
SUITE 1950
FT. LAUDERDALE, FL 33301
TEL (954) 728-1280
FAX (954) 728-1282

June 10, 1998

Division of Corporations
Annual Report Section
P.O. Box 6327
Tallahassee, Florida 32314

400002564544--7
-06/19/98--01002--002
*****35.00 *****35.00

Re: Siff Rosen P.C. Ref. Number F93000003767

Dear Sir/Madam:

Enclosed is an amended profit corporation annual report along with a \$35.00 check for the filing fee and a copy of the certificate of amendment.

If you have any questions, please call me at (212) 238-8958.

Sincerely,

Martine Kerveadou
Controller

RECEIVED
98 JUN 17 AM 8:22
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 28 PM 3:01

AR Filed
6/19/98

NIC
Amend
SP 7/28/98

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A FL BAR
AA FL BAR ONLY

July 13, 1998

Division of Corporations
Atten. Susan Payne
P.O. Box 6327
Tallahassee, Florida 32314

Dear Susan:

As per our telephone conversation today I have enclosed a copy of the original certificate from New York State evidencing name change in our corporation, I am also sending you a copy of the original amended report. If you need anything further please feel free to contact me @ 212-238-4167.

Sincerely,

Diane Lumini
Administrative Assistant

RECEIVED
99 JUL 16 AM 9:10
DIVISION OF CORPORATIONS

MELITO & ADOLFSEN P.C.

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NEW YORK, N. Y. 10279-0118

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July 23, 1998

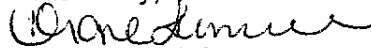
Ms. Susan Payne
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Susan,

Enclosed is the application which you requested, I have also included copies of the documents where I received the information needed to fill out the requested form.

If you should have any further questions please do not hesitate to contact me at (212) 238-4167.

Sincerely,



Diane Lumini
Administrative Assistant

Enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 19, 1998

Martine Kerveadou
Melito & Adolfsen P.C.
233 Broadway
New York, NY 10279-0118

SUBJECT: SIFF ROSEN P.C.
Ref. Number: F93000003767

We have received your document for SIFF ROSEN P.C. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 898A00034047

W98000014174

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Siff Rosen P.C.
Name of corporation as it appears on the records of the Department of State.
2. NEW YORK STATE 3. AUGUST 13, 1993
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? NOVEMBER 2, 1995
5. MELITO & ADOLFSEN P.C.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
- New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
- New Jurisdiction


Signature

7-23-98
Date

LOUIS G. ADOLFSEN
Typed or printed name

SECRETARY
Title

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 28 PM 3:01

951107000380

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SIFF ROSEN P.C.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

Nov 7 11 49 AM '95

RECEIVED
Nov 5 1 08 PM '95

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 07 1995

TAXS

BY: SB
NY

Filer: SIFF ROSEN P.C.
ATTENTION: LOUIS G. ADOLFSEN
WOOLWORTH BUILDING
233 BROADWAY
NEW YORK, NY 10279-0118

4

951107000381

[REDACTED]

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
SIFF ROSEN P.C.

951107000

(Under Section 805 of the New York Business Corporation Law)


Pursuant to the provisions of Section 805 of the New York Business Corporation Law, we the vice-president and the secretary of Siff Rosen P.C. a New York corporation (the "Corporation"), hereby certify the following:

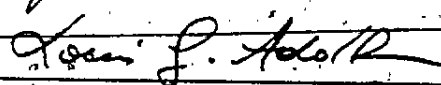
1. The name of the Corporation is Siff Rosen P.C. The name under which the Corporation was formed is Benjamin H. Siff, P.C.
2. The Corporation's Certificate of Incorporated was filed with the New York Department of State on October 23, 1970.
3. Article FIRST of the Corporation's Certificate of Incorporation, naming the Corporation, is hereby amended to

"FIRST: The name of the Corporation is MELITO & ADOLFSEN P.C."

4. The amendment was authorized in the following manner: by unanimous written consent of the board of directors followed by the unanimous written consent of all the shareholders.

IN WITNESS WHEREOF, we have signed this Certificate this 2nd day of November, 1995 and affirm, under penalties of perjury, the statements made here are true.


Ignatius John Melito, Vice President.


Louis G. Adolfsen, Secretary