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G 74643

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Attn: Darlene

From:

Account Name : SEUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813) 229-7600
Fax Number : (813) 229-1660

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December 15, 1998

BUDD MAYER COMPANIES OF FLORIDA, INC.
% ROBERT, ERGER, B
3444 MEMORIAL HWY
TAMPA, FL 33607US

SUBJECT: BUDD MAYER COMPANIES OF FLORIDA, INC.
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Karen Gibson
Corporate Specialist

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December 15, 1998

BUDD MAYER COMPANIES OF FLORIDA, INC.
% ROBERT, ERGER, B
3444 MEMORIAL HWY
TAMPA, FL 33607US

SUBJECT: BUDD MAYER COMPANIES OF FLORIDA, INC.
REF: G74643

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Darlene Connell
Corporate Specialist

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Letter Number: 998A00058990

December 14, 1998

BUDD MAYER COMPANIES OF FLORIDA, INC.
% ROBERT, ERGER, B
3444 MEMORIAL HWY
TAMPA, FL 33607US

SUBJECT: BUDD MAYER COMPANIES OF FLORIDA, INC.
REF: G74643

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Darlene Connell
Corporate Specialist

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**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
BUDD MAYER COMPANIES OF FLORIDA, INC.**

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98 DEC 17 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Statutes, BUDD MAYER COMPANIES OF FLORIDA, INC., a corporation organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), does hereby certify:

Name. The name of the Corporation is Budd Mayer Companies of Florida, Inc.

Amendments Adopted. The amendment adopted provides for the Corporation to change its name from Budd Mayer Companies of Florida, Inc. to Advantage/Mayer, Inc.


Text of Amendments. Article 1 is hereby amended by deleting such Article 1 and substituting the following new Article 1 which reads as follows:

Article 1. The name of the Corporation is Advantage/Mayer, Inc.

Adoption of Amendments. The foregoing amendment was approved by unanimous written consent of the Board of Directors and shareholders of the Corporation pursuant to Sections 607.0704 and 607.0821, Florida Statutes, on November 30, 1998.

Effective Date. The effective date of the amendments herein certified shall be the date of filing these Articles of Amendment to Articles of Incorporation with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to Articles of Incorporation as of the 30th day of November, 1998.


C. Michael Sunderland
President

H980000232382

Gregory C. Yadley, Esquire

P.O. Box 172609

Tampa, FL 33672-0609

(813) 229-7600

Florida Bar No. 204978