MILLER, SOUTH & DI MASI, P. A. ATTORNEYS AT LAW 2699 LEE ROAD, SUITE 120 WINTER PARK, FLORIDA 32789

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TELEPHONE

(407) 539-1638

FACSIMILE

J. GARY MILLER J. TODD SOUTH JOHN L. DI MASI

July 8, 1997

Bureau of Corporate Records Division of Corporations Department of State Post Office Box 6327 Tallahassee, Florida 32314

Attention: Amendments Filing Section

RE: W. Riley Allen, P.A. Document Number: H43778

Our File No.: 30-1

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the executed Articles of Amendment to Articles of Incorporation, which changes the name of the corporation to "W. Riley Allen, P.A." Please certify the enclosed copy and return the same to the attention of the undersigned. We also enclose our firm's trust account check in the amount of \$87.50, for the following costs:

> Filing Fees Certified Copy

TOTAL

\$ 35.00

\$ 8,7.50

Please contact the undersigned if you have any questions concerning this or require anything further.

> truly vours,

Gary Mille

JGM:tlc Enclosures

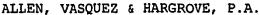
cc: W. Riley Allen, Esq. (via facsimile/407-425-1755)

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VS JUL 1 7 1997

ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION OF





WHEREAS, the name of the Corporation is ALLEN, VASQUEZ & HARGROVE, P.A.; and

WHEREAS, the Corporation was incorporated pursuant to the provisions of the laws of the State of Florida, on February 21, 1985; and

WHEREAS, the Articles of Incorporation were amended on November 7, 1991, to change the corporate name from W. RILEY ALLEN, P.A. to ALLEN & FISHER, P.A.; and

WHEREAS, the Articles of Incorporation were further amended on August 6, 1993, to change the name of the corporation from ALLEN & FISHER, P.A. to W. RILEY ALLEN, P.A.; and

WHEREAS, the Articles of Incorporation were further amended on August 26, 1996, to change the name of the corporation from W. RILEY ALLEN, P.A. to ALLEN, VASQUEZ & HARGROVE, P.A.; and

WHEREAS, the undersigned Corporation, by and through its Directors and Shareholders and pursuant to the provisions of Section 607.1003 of the Florida Statutes, wishes to amend the aforesaid Articles of Incorporation; and

WHEREAS, the Stockholders and Board of Directors at a meeting held on December 13, 1996, unanimously agreed to amend the aforesaid Articles of Incorporation in the manner hereinafter set forth, by achieving a quorum and by obtaining the proper majority vote in the case of the directors and of the holders of the outstanding common stock of the Corporation as specified in the Corporation's Articles of Incorporation, Bylaws and/or the Florida Statutes, as applicable.

NOW, THEREFORE, the undersigned hereby amends the Articles as follows:

1. Articles I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I

The name of the corporation shall be:

W. RILEY ALLEN, P.A."

2. Except as modified herein, the Articles of Incorporation of said Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this day of April, 1997.

ALLEN, VASQUEZ & HARGROVE, P.A.

By:

W. Riley Allen President

STATE OF FLORIDA)

SS.

COUNTY OF ORANGE)

SWORN TO AND SUBSCRIBED before me this of day of April,
1997, by W. Riley Allen, as President of ALLEN, VASQUEZ & HARGROVE,
P.A., a Florida professional association, on behalf of said
association, who is either (a) personally known to me or (b)

has produced as identification.

MOTARY PUBLIC-State of Florida
Print Name finance Nam Williams - Latt
My Commission Expires:

Bonnie Lynn Williams-Lott

Notary Inblic, Stite of Florida

Commission No. CC 503620

or not My Commission Expires 10/10/99

1-400-1-NOTARY - Fla Notary Senter & Bonding Ca.