

506584
TARASKA, GROWER & KETCHAM, P.A.
ATTORNEYS AT LAW

390 NORTH ORANGE AVENUE, SUITE 1900
POST OFFICE BOX 538065
ORLANDO, FLORIDA 32853-8065
TELEPHONE (407) 423-9545
FAX (407) 423-7104

JEANELLE G. BRONSON
ERIC R. EIDE
MASON H. GROWER, III
DAVID W. HENRY
WALTER A. KETCHAM, JR.
HECTOR A. MORE
A. SCOTT NORCKER
LAUNA K. RUTHERFORD
MICHAEL C. SIDONI
JOSEPH M. TARASKA

50 SOUTHEAST FIRST AVENUE
OCALA, FLORIDA 34471
TELEPHONE (352) 629-7441
FAX (352) 629-7745
PLEASE REPLY TO ORLANDO OFFICE

DAVID B. BLESSING
IAN D. FORSYTHE
JACK ERSKINE HOLT, III
DANIEL A. KIEPPE
JOEL ELIZABETH MARANO
BENJAMIN W. NEWMAN
WILLIAM H. OLNEY
GREGORY W. STONER
PATRICK H. TELAN

August 4, 1997

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED
Florida Department of Insurance
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002259640--7
-08/06/97-01087--001
*****96.25 *****96.25

Re: Articles of Amendment

Dear Sir/Madam:

Enclosed please find the original and a copy of the Articles of Amendment to be filed on behalf of Grower, Ketcham, et al along with a check in the amount of \$96.25 which represents the following:

Filing fee for articles of amendment	\$35.00
Certified copy of amendment	\$52.50
Certificate of status	<u>\$8.75</u>
Total	\$96.25

Please note that our firm address is:
Grower, Ketcham, et al
P.O. Box 538065
Orlando, FL 32853-8065
Telephone: (407) 423-9545

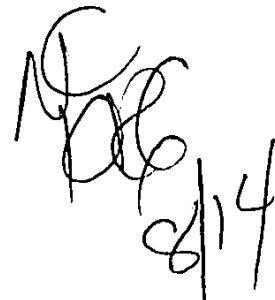
Should there be anything in addition that is required, please do not hesitate to contact me. Thank you for your assistance in this matter.

Sincerely,



Florence M. Benninger
Office Administrator

DWH/lss
Enclosure(s)



SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AUG - 6 PM 12: 08
FILED

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
TARASKA, GROWER & KETCHAM, P.A.**

97 AUG -6 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TARASKA, GROWER & KETCHAM, P.A., a corporation organized and existing under the laws of the State of Florida, under certificate number J06584, filed in the office of the Secretary of State on March 28, 1986, and amended on February 18, 1988 and March 8, 1995, hereby certifies as follows:

1. By written action dated the 23rd day of July, 1997, the Board of Directors and Shareholders of the corporation adopted the following resolutions:

RESOLVED, that the Certificate of Incorporation of TARASKA, GROWER & KETCHAM, P.A., be amended so as to change the name of the corporation to GROWER, KETCHAM, MORÈ, RUTHERFORD, NOECKER, BRONSON, SIBONI & EIDE, P.A. and that Article I should be amended to read:

"The name of the corporation shall be "GROWER, KETCHAM, MORÈ, RUTHERFORD, NOECKER, BRONSON, SIBONI & EIDE, P.A."

2. These Articles of Amendment were approved by all of the directors of the corporation and by all of the shareholders.

IN WITNESS WHEREOF, the undersigned Vice-President and Secretary of this corporation have executed these Articles this 23rd day of July, 1997.

TARASKA, GROWER & KETCHAM, P.A.

By: Walter A. Ketcham, Jr.
Walter A. Ketcham, Jr., Vice-President

Attest: Mason H. Grower, III
Mason H. Grower, III, Secretary

**JOINT WRITTEN ACTION OF BOARD OF DIRECTORS AND
SHAREHOLDERS OF
GROWER, KETCHAM, MORE, RUTHERFORD, NOECKER,
BRONSON, SIBONI & EIDE, P.A.**

The undersigned being all of the directors and shareholders of **GROWER, KETCHAM, MORE, RUTHERFORD, NOECKER, BRONSON, SIBONI & EIDE, P.A.**, a Florida corporation, hereby take the following written action in lieu of holding a meeting regarding same, pursuant to the terms of Sections 607.0704 and 607.0821, inclusive, Florida Statutes.

1. The directors announced that nominations were open for officers to serve the corporation. Upon nominations duly made, the following individuals were unanimously elected to serve as officers of the corporation until their successors are duly elected and qualified:

<u>NAME</u>	<u>OFFICE</u>
WALTER A. KETCHAM, JR.	President
MASON H. GROWER, III	Secretary/Treasurer

2. The shareholders and directors noted that Section 6 of Article II of the Bylaws of the corporation provided for four (4) directors. After discussion, it was determined that the Bylaws should be amended to reduce the required number of corporate directors to two (2). It was therefore,

RESOLVED, that the first sentence of Section 6 of Article II of the Bylaws of the corporation shall be amended to read as follows:

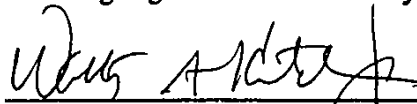
"This corporation shall have two (2) directors."

This change shall be effective upon execution of this joint written action.

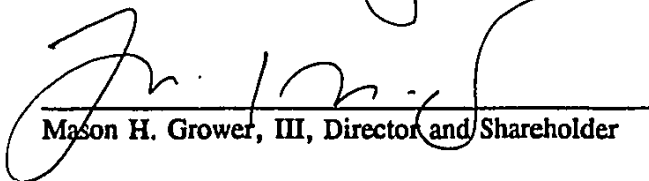
The chairman announced that nominations were open for directors to serve the corporation. Upon nominations duly made, the following individuals were unanimously elected to serve as directors until their successors are duly elected and qualified:

WALTER A. KETCHAM, JR.
MASON H. GROWER, III

The undersigned hereby approve and adopt the foregoing actions this 23rd day of July, 1997.



Walter A. Ketcham, Jr., Director and Shareholder



Mason H. Grower, III, Director and Shareholder