

**CHARLES P. HOSKIN**

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April 23, 1997

J36209

Florida Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, FL 32304

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-04/29/97--01115--001

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: M. B. "Bill" Jones <sup>INCOME</sup> Tax & Bookkeeping Service, Inc.

Dear Sirs:

Enclosed please find the following:

1. Articles of Amendment to Articles of Incorporation of M. B. "Bill" Jones <sup>INCOME</sup> Tax & Bookkeeping Service, Inc.
2. Written Consent in Lieu of a Special Meeting of the Shareholders of M. B. "Bill" Jones Tax & Bookkeeping Service, Inc.
3. Check from my account in the amount of \$35.00 representing your fee for filing this amendment.
4. Photocopies of Articles of Amendment and Written Consent.
5. Self addressed, stamped return envelope.

Please file the enclosed Amendment and Written Consent, stamp the additional copy with the date and time of receipt by your office, and return the stamped copies to my office in the envelope provided.

Thank you for your assistance. Should you have any questions, please give me a call.

Very truly yours,

*Charles P. Hoskin*  
CHARLES P. HOSKIN

*New Name OK'd per SP  
5/7*

CPH:sw  
Enclosures  
cc: Mrs. Patsy F. Brown

VS MAY 8 1997

*Charles Hoskin gave Authorization N/C  
to correct the present name.  
5/7 JS*

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF

M.B. "BILL" JONES INCOME TAX & BOOKKEEPING SERVICE, INC.

FILED  
97 APR 30 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Section 607.1006 Florida Statutes (1995), the undersigned, hereby adopt the following Articles of Amendment:

1. The name of the corporation is M.B. "BILL" JONES INCOME TAX & BOOKKEEPING SERVICE, INC.

2. The text of each amendment adopted is as follows:

ARTICLE I. NAME

"The name of the corporation is BROWN & COMPANY ENTERPRISES, INC."

3. The effective date of the amendment is April 18, 1997.

5. The number of votes cast for the amendment by the shareholders was sufficient for approval.

6. A copy of the Written Consent of the Shareholders of M. B. "BILL" JONES<sup>INCOME</sup>TAX & BOOKKEEPING SERVICE, INC., pursuant to section 607.0704 Florida Statutes (1995), authorizing the corporation to file these Articles of Amendment is attached to these Articles.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 18th day of April, 1997.

M.B. "BILL" JONES INCOME TAX &  
BOOKKEEPING SERVICE, INC.

By: Patsy F. Brown  
PATSY F. BROWN  
President and Secretary

WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING  
OF THE SHAREHOLDERS OF

M.B. "BILL" JONES INCOME TAX & BOOKKEEPING SERVICE, INC.

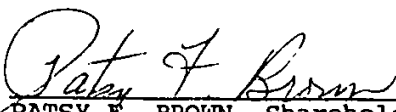
This written consent is taken in lieu of a special meeting of the shareholders of M. B. "Bill" Jones<sup>Income</sup> Tax & Bookkeeping Service, Inc.

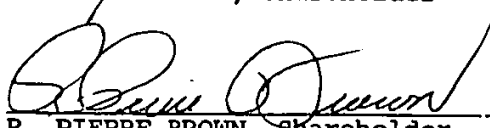
The following are the stockholders entitled to vote at a special meeting, who waive formal meeting, waive notice of meeting, and who represent the number of shares of stock set opposite their names:

| <u>NAME</u>   | <u>NUMBER OF SHARES</u> |
|---|-------------------------|
| Patsy F. Brown and R. Pierre Brown,<br>husband and wife | 4,500                   |

The undersigned, representing all of the stockholders of the corporation, consent to amendment to the Articles of Incorporation to change the name of the corporation from M. B. "Bill" Jones<sup>Income</sup> Tax & Bookkeeping Services, Inc., to BROWN & COMPANY ENTERPRISES, INC., effective April 18, 1997.

Dated: April 18, 1997.

  
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PATSY F. BROWN, Shareholder

  
\_\_\_\_\_  
R. PIERRE BROWN, Shareholder