

K549310

FILED  
97 JUN -2 AM 11: 15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 28, 1997

Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

300002198343--9  
-06/02/97--01140--005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Carter & Connolly, P.A.

Dear Sir/Madam:

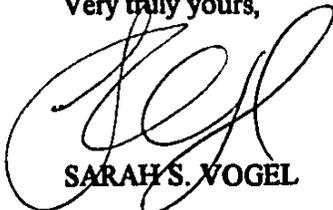
Enclosed please find the following in connection with the above-referenced corporation:

1. Unanimous Written Consent of Shareholders and Directors of Carter and Connolly, P.A., in Lieu of Meeting dated May 28, 1997;
2. Certificate of Amendment of Articles of Incorporation; and
3. Check in the amount of \$43.75 (\$35.00 filing fee and \$8.75 for Certificate of Status).

Please file the Written Consent and Certificate of Amendment and return a Certificate of Status for Carter, Carlile, Neale & Friedman, P.A. as soon as possible to me in the envelope provided.

If you have any questions, or require any further information, please do not hesitate to call.

Very truly yours,



SARAH S. VOGEL

Encs.

Sarah S. Vogel GAVE

AUTHORIZATION BY PHONE TO

CORRECT add pres. next to signature / change the corp. name to read correctly

DATE 6-12-97

DOC. EXAM. VJW

1200 N. Federal Highway, Suite 312  
Boca Raton, FL 33432  
Boca: 561-368-9900 Broward: 954-427-0933  
Facsimile: 561-368-0293

N.C. / Amend.

VJW 6-12-97

**CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION**

CARTER & CONNOLLY, P.A., a Florida corporation, under its corporate seal in the hands of its Director, JOHN E. CARTER, hereby certifies that:

I

The Board of Directors of said corporation and the shareholders in lieu of a meeting by unanimous written consent adopted the following resolutions:

The Name of the corporation is hereby changed to: CARTER, CARLILE, NEALE AND FRIEDMAN, P.A. and the Articles of Incorporation are amended accordingly.

The name and address of the Register Agent are hereby changed to: JOHN E. CARTER, ESQUIRE, 1200 N. Federal Highway, Suite 312, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed in its name by its Director, this May 28, 1997.

CARTER, CARLILE, NEALE & FRIEDMAN, PA.  
formerly known as CARTER & CONNOLLY, P.A.

*[Signature]*  
JOHN E. CARTER  
Director / PRESIDENT

STATE OF FLORIDA  
COUNTY OF PALM BEACH

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JOHN E. CARTER is known to me to be the Director of CARTER, CARLILE, NEALE AND FRIEDMAN, P.A. formerly known as CARTER & CONNOLLY, P.A., and he acknowledged that he executed the foregoing Certificate of Amendment of Certificate of Incorporation on May 28, 1997.

Dated this 28 day of May, 1997

*[Signature]*  
Notary Public

My commission expires:

Sarah Rucci  
Notary Public, State of Florida  
Commission No CC 491994  
My Commission Expires 8/28/99  
Bonded Through Fla. Notary Service & Bonding Co.

**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS  
OF CARTER & CONNOLLY, P.A. IN LIEU OF MEETING  
DATED May 28, 1997**

The undersigned, being the remaining Shareholder and Director of CARTER & CONNOLLY, P.A., a Florida corporation, does hereby unanimously consent in writing to the adoption of the following Resolution, taking said action in lieu of the meeting as permitted by F.S. 607.394.

RESOLVED, that the name of this corporation is hereby changed to CARTER, CARLILE, NEALE AND FRIEDMAN, P.A.;

RESOLVED, that the name and address of the Registered Agent of this corporation are hereby changed to: JOHN E. CARTER, ESQUIRE, 1200 N. Federal Highway, Suite 312, Boca Raton, Florida 33432; and

RESOLVED FURTHER:

That JOHN E. CARTER, ESQUIRE is hereby authorized to prepare the appropriate Article of Amendment changing the name of this Corporation to CARTER, CARLILE, NEALE & FRIEDMAN, P.A.

The undersigned constituting all of the Shareholders and Directors of CARTER & CONNOLLY, P.A. does hereby execute this written consent as and for unanimous consent of the Shareholders and Directors effective as of May 28, 1997.

CARTER & CONNOLLY, P.A.

By: 

JOHN E. CARTER, ESQUIRE