

K549310

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN -2 AM 11:15

FILED

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:

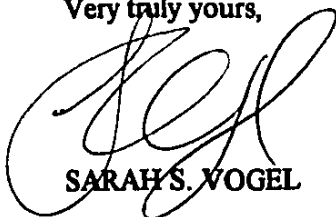
Enclosed please find the following in connection with the above-referenced corporation:

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
DATE 6-12-97 / corp. name
to read
correctly

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.


JOHN E. CARTER
Director / PRESIDENT

STATE OF FLORIDA

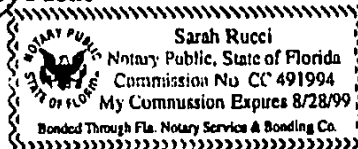
COUNTY OF PALM BEACH

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

My commission expires:


Notary Public



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

**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