

CARTER, CARLILE
NEALE & FRIEDMAN

A PROFESSIONAL ASSOCIATION

K54936

August 1, 1997

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

Re: CARTER, CARLILE, NEALE AND FRIEDMAN, P.A.

Dear Sir/Madam:

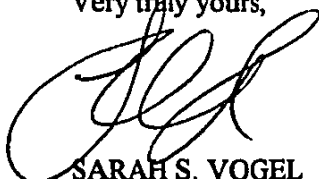
Enclosed please find the following in connection with the above-referenced corporation:

1. Written Consent of Shareholder and Director of Carter, Carlile, Neale & Friedman, P.A., in Lieu of Meeting dated August 1, 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 & HOLDEN, P.A. as soon as possible to me in the envelope provided.

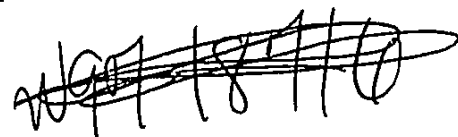
If you have any questions, or require any further information, please do not hesitate to call.

Very truly yours,



SARAH S. VOGEL
Paralegal

Encs.



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-08/04/97--01071--007
*****43.75 *****43.75

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

14478777 FORM 5 CORP CARLILE NEALE & FRIEDMAN

See 8/22

N/C Amend

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

CARTER, CARLILE, NEALE AND FRIEDMAN, P.A., a Florida corporation, under its corporate seal in the hands of its President, JOHN E. CARTER, hereby certifies that:

I

The President and Shareholder of said corporation in lieu of a meeting by written consent adopted the following resolution:

The Name of the corporation is hereby changed to: CARTER & HOLDEN, P.A., and the Articles of Incorporation are amended accordingly.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed in its name by its President, this 1st day of August, 1997.

CARTER & HOLDEN, P.A.,
f/k/a CARTER, CARLILE, NEALE & FRIEDMAN, P.A.

By 
JOHN E. CARTER
President

STATE OF FLORIDA

COUNTY OF PALM BEACH

JOHN E. CARTER is known to me to be the President of CARTER & HOLDEN, P.A., formerly known as CARTER, CARLILE, NEALE AND FRIEDMAN, P.A., and he acknowledged that he executed the foregoing Certificate of Amendment of Certificate of Incorporation on August 1, 1997.

Dated this 1st day of August, 1997.


Notary Public

My commission expires:



**WRITTEN CONSENT OF SHAREHOLDER AND DIRECTOR
OF CARTER, CARLILE, NEALE & FRIEDMAN, P.A.
IN LIEU OF MEETING DATED AUGUST 1, 1997**

The undersigned, being the sole Shareholder and President of CARTER, CARLILE, NEALE & FRIEDMAN, P.A., a Florida corporation, does hereby 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 & HOLDEN, P.A.; 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 & HOLDEN, P.A.

The undersigned constituting the sole Shareholder and President of CARTER, CARLILE, NEALE & FRIEDMAN, P.A. does hereby execute this written consent as and for consent of the Shareholder and President effective as of August 1, 1997.

CARTER, CARLILE, NEALE AND FRIEDMAN, P.A.

By:


JOHN E. CARTER, ESQUIRE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 13, 1997

SARAH S. VOGEL
CARTER, CARLILE, NEALE & FRIEDMAN
1200 N. FEDERAK HIGHWAY, SUITE 312
BOCA RATON, FL 33432

SUBJECT: CARTER, CARLILE, NEALE AND FRIEDMAN, P.A.
Ref. Number: K54936

We have received your document for CARTER, CARLILE, NEALE AND FRIEDMAN, P.A. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 197A00041035