



K 54936

March 6, 1998

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

Re: CARTER & HOLDEN, 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 & Holden, P.A., in Lieu of Meeting dated March 2, 1998;
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 LAW OFFICES, A PROFESSIONAL ASSOCIATION, as soon as possible. Thank you.

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

Very truly yours,

SARAH S. VOGEL
Paralegal

Encs.

500002450475--0
-03/09/98-01048-013
*****43.75 *****43.75

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

\\APPS\WP\FORMS\CORP\CARTER\SEC-STA.WPD

FILED
98 MAR -9 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

111 MAR 9 1998

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

CARTER & HOLDEN, P.A., a Florida corporation, under its corporate seal in the hands of its President and Secretary, JOHN E. CARTER, ESQ., hereby certifies that:

I

The President and Secretary 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 LAW OFFICES, A PROFESSIONAL ASSOCIATION., 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 2nd day of March, 1998.

CARTER LAW OFFICES,
A PROFESSIONAL ASSOCIATION,
f/k/a CARTER & HOLDEN, P.A.

By: 
JOHN E. CARTER
President

STATE OF FLORIDA

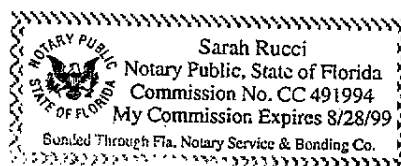
COUNTY OF PALM BEACH

JOHN E. CARTER is known to me to be the President and Secretary of CARTER LAW OFFICES, A PROFESSIONAL ASSOCIATION., formerly known as CARTER & HOLDEN, P.A., and he acknowledged that he executed the foregoing Certificate of Amendment of Articles of Incorporation on March 2, 1998.

Dated this 2nd day of March, 1998.


Notary Public

My commission expires:



**WRITTEN CONSENT OF SHAREHOLDER AND DIRECTOR
OF CARTER & HOLDEN, P.A.
IN LIEU OF MEETING DATED MARCH 2, 1998**

The undersigned, being the President and Secretary of CARTER & HOLDEN, 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 LAW OFFICES, A PROFESSIONAL ASSOCIATION; and

RESOLVED FURTHER:

That JOHN E. CARTER, ESQ. is hereby authorized to prepare the appropriate Article of Amendment changing the name of this corporation to CARTER LAW OFFICES, A PROFESSIONAL ASSOCIATION.

The undersigned constituting the President and Secretary of CARTER & HOLDEN, P.A. does hereby execute this written consent as and for consent of the Shareholder and President effective as of March 2, 1998.

CARTER & HOLDEN, P.A.

By: 

JOHN E. CARTER, ESQUIRE