

OLLE, MACAULAY & ZORRILLA, P.A.

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August 29, 1997

BY UPS

Florida Secretary of State
409 East Gaines Street
Tallahassee FL 32399

100002284841--9
-09/04/97--01071--002
*****87.50 *****87.50

OLLE, MACAULAY & ZORRILLA, P.A.

Ladies and Gentlemen:

Enclosed herein for filing with the Secretary of State are the Articles of Amendment to the Articles of Incorporation of the captioned company, changing the name of the corporation.

Also enclosed is a check in the amount of \$87.50 to cover the required filing and certified copy fees.

Please forward the certified copy of the Articles of Amendment to me in the enclosed pre-paid UPS envelope.

If you have any questions, please call me.

Sincerely,

Robert B. Macaulay
Robert B. Macaulay

RBM:hcg
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP -4 AM 10:43

APPROVED
AND
FILED

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
OLLE, MACAULAY & ZORRILLA, P.A.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Olle, Macaulay & Zorrilla, P.A., a Florida corporation whose principal office address is 1402 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.
2. Article I of the Articles of Incorporation of Olle, Macaulay & Zorrilla, P.A., is hereby deleted in its entirety and amended to read as follows:

ARTICLE I - NAME AND BUSINESS ADDRESS

The name and address of this corporation shall be MACAULAY, ZORRILLA & ROBIN, P.A., 1402 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

3. The foregoing amendment was adopted by the Board of Directors and Shareholders of the corporation on August 29, 1997, by unanimous written consent of all shareholders and directors entitled to vote.
4. 3,256 of the corporation's 10,000 shares of common stock, par value \$1.00 per share, have been issued as of this date and as of the date of the adoption of the amendment.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Amendment on this 29th day of August, 1997.

OLLE, MACAULAY & ZORRILLA, P.A.

By: _____

Robert B. Macaulay
Robert B. Macaulay
President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 29th day of August, 1997, by Robert B. Macaulay of Olle, Macaulay & Zorrilla, P.A., a Florida corporation, on behalf of the corporation. He is personally known to me and did take an oath.



Helen C. Graves
Notary Public, State of Florida

Helen C. Graves

My Commission Expires: April 9, 2001

**ACTION OF THE SHAREHOLDERS
OF
OLLE, MACAULAY & ZORRILLA, P.A.
BY WRITTEN CONSENT**

The undersigned, comprising a majority in interest of the shareholders of OLLE, MACAULAY & ZORRILLA, P.A., a Florida corporation (the "Company"), hereby consent to the following action pursuant to Sections 607.0704 and 607.1003(6) of the Florida Business Corporation Act:

RESOLVED, that Article I of the Company's Articles of Incorporation be deleted in its entirety and amended to read as follows:

ARTICLE I

The name of the Corporation is "MACAULAY, ZORRILLA & ROBIN, P.A." (the "Corporation").

FURTHER RESOLVED, that Robert B. Macaulay, as President of the Company is hereby authorized and directed to file Articles of Amendment to the Articles of Incorporation to effect the purpose and intent of the foregoing resolution.

Date: 8/29/97

Date: 8/29/97

Date: 8/29/97

APPROVED
AND
FILED
97 SEP -4 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert B. Macaulay
Robert B. Macaulay

Juan C. Zorrilla
Juan C. Zorrilla

Raymond L. Robin
Raymond L. Robin