

SPIRA, BOYD, BEADLE & MCGARRELL, L.L.C.

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July 19, 2001

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

Re: First Amendment to Articles of Organization of
SPIRA, BOYD, BEADLE & MCGARRELL, LLC

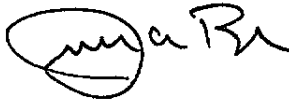
Gentlemen:

Enclosed are an original and one copy of the First Amendment to Articles of Organization of Spira, Boyd, Beadle & McGarrell, LLC together with a check for \$25.00 in payment of the filing fee.

After the First Amendment to Articles of Organization has been filed, please return a stamped copy to the undersigned.

Thank you for your assistance in this regard.

Very truly yours,



JOEL E. BOYD

JEB/ym
Enclosures

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**FIRST AMENDMENT TO
ARTICLES OF ORGANIZATION OF
SPIRA, BOYD, BEADLE & McGARRELL, LLC**

THIS FIRST AMENDMENT TO ARTICLES OF ORGANIZATION OF SPIRA, BOYD, BEADLE & McGARRELL, LLC, is made and entered into this 11th day of July, 2001 ("Amendment").

WITNESSETH:

WHEREAS, Articles of Organization of SPIRA, BOYD, BEADLE & McGARRELL, LLC ("Company") were entered into on the 5th day of February, 2001 ("Articles"); and

WHEREAS, Article VI of the Articles provides that Additional Members may be admitted at such times and on such terms and conditions as all Members may unanimously agree and as provided in the regulations of the Company, and

WHEREAS, Article X of the Articles provides that the company shall have the power to amend or supplement these Articles of Organization when approved by unanimous vote of the Members, and

WHEREAS, the current members of the Company are SPIRA, BEADLE & McGARRELL, P.A. and JOEL E. BOYD & ASSOCIATES, P.A., and

WHEREAS, DOUGLAS D. MARKS, P.A. desires to become a Member of the Company, and

WHEREAS, the Members unanimously agree to admit DOUGLAS D. MARKS, P.A. as a Member of the Company and, therefore, desire to amend the Articles as hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual covenants hereinafter set forth and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that the Articles are hereby amended as follows:

1. The terms of this Amendment shall commence on the date and year first written above (the "Effective Date").

2. Commencing on the Effective Date, DOUGLAS D. MARKS, P.A. shall be a Member of the Company.

3. Article I of the Articles entitled "Name" shall be deleted in its entirety and shall be replaced as follows:

"Article I - Name

The name of this limited liability company shall hereinafter be SPIRA, BOYD, BEADLE, McGARRELL & MARKS, LLC (the "Company")

4. Article VIII of the Articles entitled "Management" shall be amended to include DOUGLAS D. MARKS, whose address shall be 6767 Wickham Road, Suite A-306, Melbourne, FL 32904 as a manager of the Company.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties have hereunto set their hands the day and year first above written.

MEMBER:
SPIRA, BEADLE & MCGARRELL, P.A.
a Florida professional association

By: 
Jack B. Spira, President

MEMBER:
JOEL E. BOYD & ASSOCIATES, P.A.
a Florida professional association

By: 
Joel E. Boyd, President

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