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April 27, 2001

*BOARD CERTIFIED TAX LAWYER
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Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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FILED
01 APR 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Tomasello & Associates, Inc.
Our File No. 28841.01-2553

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation of Tomasello & Associates, Inc.

Please file the Articles, obtain a certified copy and certificate of status and send the confirming certified copy and certificate of status regular mail back to us in the enclosed stamped, self-addressed envelope. I enclose our firm's check in the amount of \$52.50 made payable to the Florida Department of State to cover your costs for this service.

Thank you for your prompt attention to this matter. Please do not hesitate to call me if you have any questions.

Sincerely,


Robert S. Williams

RSW/TDP
Enclosures
134480

A-MEND
KRG
S-D



**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TOMASELLO & ASSOCIATES, INC.**

FILED
01 APR 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1003 of the Florida Business Corporation
TOMASELLO & ASSOCIATES, INC. adopts these Articles of Amendment:

FIRST: The name of the corporation is **TOMASELLO & ASSOCIATES, INC.**

SECOND: Article III of the corporation's Articles of Incorporation is amended entirely to read as follows:

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is 100,000 shares of common stock having a par value of \$.001 per share and divided into 10,000 shares of Class A (Voting) common stock and 90,000 shares of Class B (Non-voting) common stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefore. All stock when issued shall be fully paid and nonassessable. The Corporation has the right to purchase or otherwise acquire shares of its own capital stock to the extent provided by law, its Bylaws, the Articles of Incorporation, or any agreement duly executed on behalf of the corporation.


The Class A (Voting) common stock is voting stock and the Class B (Non-voting) common stock is non-voting stock. The voting power of this Corporation shall be vested solely in the Class A (Voting) common stock. Holders of shares of the Class A (Voting) common stock shall be entitled to one vote for each share of common stock. There shall be no cumulative voting in the election of directors. Other than voting differences, the Class A (Voting) common stock and the Class B (Non-voting) common stock have identical economic rights including dividends and distributions (operating and liquidating) and shall have the same preferences, limitations and relative rights, on a share for share basis.


THIRD: The foregoing amendment to Article III was adopted and approved by the Board of Directors of the corporation by written consent without a meeting on April 26, 2001, and presented to the shareholders of the voting common stock of the corporation (the only class of shareholders entitled to vote on the proposed amendment) for their consideration, with the recommendation that the shareholders approve the proposed amendment. The shareholders of the common stock of the corporation adopted and approved the foregoing amendment to Article III on April 26, 2001, by written consent without a meeting.

FOURTH: The foregoing amendment will become effective when these Articles of Amendment are filed with the Florida Department of State.

EXECUTED: April 26, 2001

ATTEST:


E. Paul Thompson,
Secretary

TOMASELLO & ASSOCIATES, INC.
 (SEAL)
Peter A. Tomasello,
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing document was acknowledged before me this 26th day of April, 2001, by **Peter A. Tomasello**, as President of **TOMASELLO & ASSOCIATES, INC.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.



Notary Public


 Christine Salemi-Hill
Commission # GC 833961
Expires July 12, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

My Commission Expires: July 12, 2003

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing document was acknowledged before me this 26th day of April, 2001, by **E. Paul Thompson**, as Secretary of **TOMASELLO & ASSOCIATES, INC.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.


Notary Public



Christine Salemi-Hill
Commission # CC 853961
Expires July 12, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

My Commission Expires: July 12, 2003