

L25543

Robert C. Adamski, Attorney
ROOSA, SUTTON, BURANDT & ADAMSKI
1714 Cape Coral Parkway
Cape Coral, Florida 33904

Tel. 941/ 542-4733

FAX 941/542-9203

LETTER OF TRANSMITTAL

DATE: March 11, 1997
TO: Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

() Via FAX # _____ (X) Via Mail

500002116335--2
-03/18/97--01082--005
*****87.50 *****87.50

RE: Amendment of Articles of Incorporation

(X) Enclosure(s): Articles of Amendment to the Articles of Incorporation
Amendment to Articles of Incorporation
Check for \$87.50

The above enclosure(s) is :

- | | |
|---|--|
| () For your files | () Return conformed document |
| () For your information | () For execution in presence of Notary Public who must affix seal and commission expiration date. |
| () For your signature and return | () For execution in presence of Notary Public and two witnesses. Notary must affix signature, seal and commission expiration date. |
| () For signature and forwarding as noted below | () Previously furnished to you; am awaiting response from you. |
| () For review and comment | () If anything herein is contrary to our understanding, please notify me in writing within ____ days of the date of this transmittal so that I may respond accordingly. |
| () For payment | |
| () Per your request | |
| () For remittance | |
| () For publication | |
| (X) For filing | |
| () For recording | |
| () Open new case file | |

Remarks: Please process as necessary and return to this office a Certified Copy.

Thank you.

By: Robert C. Adamski
ROBERT C. ADAMSKI

Enclosure(s)

Mr. Adamski authorized
to add date of adoption
by shareholders.

Name Change
LFT
4-1-97

FILED
97 MAR 18 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DAVIS, KOSS AND ROSE, INC.**

FILED

97 MAR 18 AM 9: 54

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The name of the corporation is presently DAVIS, KOSS AND ROSE, Inc.

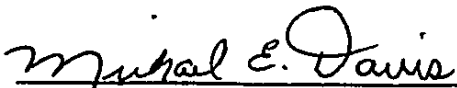
The Amendment to the Articles of Incorporation, pursuant to Florida Statute 607.1006, is as follows:


The name of the corporation is hereby changed from DAVIS, KOSS AND ROSE, INC. to DAVIS AND ROSE, INC.

This Amendment was approved by the shareholders of the corporation holding all outstanding common shares of the corporation, that being the only voting group entitled to vote on this amendment, and all outstanding shares were voted therefore, that number being sufficient for approval by that voting group on October 1, 1996.

The directors of the corporation by unanimous vote have approved this amendment to the Articles of the Corporation.

The undersigned, constituting the shareholders of all outstanding shares of the corporation and the entire board of directors, hereby adopts these Articles of Amendment.


MICHAEL E. DAVIS
President and Vice President
Owner of 50 % of the Outstanding Shares
of the Corporation


WILLIAM LAWRENCE ROSE
Treasurer / Secretary
Owner of 50 % of the Outstanding Shares
of the Corporation

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 7 day of March, 1997, by MICHAEL E. DAVIS and WILLIAM LAWRENCE ROSE, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

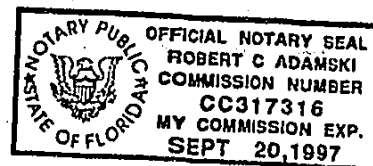


Notary Public

Robert C Adamski

My commission expires:

This instrument prepared by:
ROBERT C. ADAMSKI, ESQUIRE
1714 Cape Coral Parkway
Cape Coral, Florida 33904
Tel: (941) 542-4733
FAX: (941) 542-9203



AMENDMENT TO ARTICLES OF INCORPORATION

We, the undersigned, constituting 100% of the shareholders of the corporation known as DAVIS, KOSS AND ROSE, INC., hereby adopt and approve, waiving all notices and procedural requirements of law and of the corporation, the Articles of Amendment attached hereto for the corporation according to the terms thereof.

Witness, our hands the 7th day of MARCH, 1997.


MICHAEL E. DAVIS


WILLIAM LAWRENCE ROSE

- This instrument prepared by:
ROBERT C. ADAMSKI, ESQUIRE
1714 Cape Coral Parkway
Cape Coral, Florida 33904
Tel: (941) 542-4733
FAX: (941) 542-9203