

Duel Enterprises, Inc.

7865 Southside Boulevard
Jacksonville, Florida 32256

Telephone: (904) 641-6600
Fax: (904) 641-6762

October 13, 1998

L27719

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-10/14/98--01013--001
*****35.00 *****35.00

Dear Sirs:

Please be advised that, effective January 1, 1998, the name of this Corporation (Duel Enterprises, Inc.) was changed to Richard D. Root, CPA P.A. Enclosed for your files are the following:

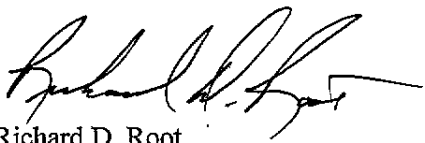
1. Resolution of name change by board of directors.
2. Resolution of name change by stockholders.
3. Articles of Amendment to Articles of Incorporation.
4. Check made payable to Department of State for \$35.

After you have processed the name change as approved by the stockholders and board of directors, please forward documentation of such action to:

Richard D. Root
8444 Stables Road
Jacksonville, Florida 32256

Thank you for your assistance in this matter.

Sincerely,



Richard D. Root

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 19, 1998

DUEL ENTERPRISES, INC.
% RICHARD ROOT
7865 SOUTHSIDE BLVD.
JACKSONVILLE, FL 32256

SUBJECT: DUEL ENTERPRISES, INC.
Ref. Number: L27719

We have received your document for DUEL ENTERPRISES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 398A00051570

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 607.1003, Florida Statutes (1995), the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is Duel Enterprises, Inc.

SECOND: Article I of the Articles of Incorporation is amended to reflect the following name change:

The name of the Corporation is Richard D. Root, CPA P.A.

THIRD: The amendment was adopted by the Board of Directors on the 1st day of January, 1998.

FOURTH: The above amendment was approved by unanimous written consent to resolutions by the shareholders of this Corporation on the 1st day of January, 1998.

FIFTH: Each shareholder of the Corporation holding certificates issued in the name of Duel Enterprises, Inc. shall be entitled to exchange his or her certificates for an equivalent number of shares issued in the name of Richard D. Root, CPA P.A.

DATE this 1st day of January, 1998.

Duel Enterprises, Inc.

By: Richard D. Root
Richard D. Root
Its: President

By: Kelly K. Root
Kelly K. Root
Its: Vice President/Secretary/Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNANIMOUS WRITTEN CONSENT TO
RESOLUTIONS BY THE STOCKHOLDERS
OF DUEL ENTERPRISES, INC.

Pursuant to the authority contained in Section 607.0704 and 607.1003, Florida Statutes (1995), the adoption of the following resolutions is consented to by the undersigned, who is the shareholders of this Corporation.

RESOLVED, that the name of the Corporation ~~be~~
changed to Richard D. Root, CPA, P.A.

IN WITNESS WHEREOF, the undersigned, being the shareholders of this Corporation, has fully executed this Consent, and waives notice of the time, place and purpose of the adoption of the foregoing resolutions and the taking of the foregoing actions.


Richard D. Root

Date: January 1, 1998


Kelly K. Root

Date: January 1, 1998

UNANIMOUS WRITTEN CONSENT TO
RESOLUTIONS BY THE BOARD OF DIRECTORS
OF DUEL ENTERPRISES, INC.

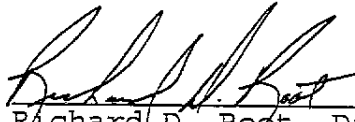
Pursuant to the authority contained in Section 607.0821 and 607.1003, Florida Statutes (1995), the adoption of the following resolutions is consented to by the undersigned, who is the sole Director of this Corporation.

RESOLVED that Article I of the Articles of Incorporation of the Corporation be amended to reflect a name change of the Corporation to Richard D. Root, CPA P.A.;

FURTHER RESOLVED that such proposed amendment be recommended and submitted to the shareholders of the Corporation for adoption by unanimous written consents; and

FURTHER RESOLVED that, following the filing of the Articles of Amendment with the Secretary of State, all shareholders holding certificates issued in the name of Duel Enterprises, Inc. be entitled to exchange their certificates for new certificates (in a like number of shares) issued in the name of Richard D. Root, CPA P.A.

IN WITNESS THEREOF, the undersigned, being the sole director of this Corporation, has fully executed this Consent, and waives notice of the time, place and purpose of the adoption of the foregoing resolutions and the taking of the foregoing actions.


Richard D. Root, Director

Date: January 1, 1998

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FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA