INTERNATIONAL ACCOUNTANTS AND IMMIGRATION CONSULTANTS

505 AVENUE A, NW - SUITE 102 WINTER HAVEN, FL 33881-4626 TEL: (863) 294-5925 FAX: (863) 297-5395 e-mail: govoni@compuserve.com

July 9, 2001

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 600004467816--8 -07/11/01--01003--004 *****35.00 ******35.00

RE:

Articles of Amendment

To Whom It May Concern:

Enclosed are Articles of Amendment to Articles of Incorporation of Govoni, Hall & Associates, Inc. and Govoni, Hall & Associates Tax Services, Inc. Two checks in the amount of \$35.00 are included to cover the filing fees for the two companies.

Our address and telephone number are on the above letterhead.

If you have any questions, please do not hesitate to contact our office.

Sincerely,

Govoni, Harding & Associates Inc.

Brian R. Lovorifuso

Brian R. Govoni

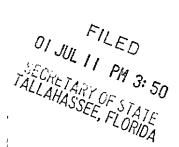
BRG/wld

Enclosures

OI JUL II PM 3: 50
SECRETARY OF STATE
TALL ANASSEE FLORID

NO

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



GOVONI, HALL AND ASSOCIATES, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I - NAME OF THE CORPORATION IS CHANGED TO GOVONI, HARDING AND ASSOCIATES, INC. FROM GOVONI, HALL AND ASSOCIATES, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

SHARES OF COMMON STOCK FOR GOVONI, HALL AND ASSOCIATES, INC. WILL BE EXCHANGED ON A ONE FOR ONE BASIS WITH COMMON STOCK OF GOVONI, HARDING AND ASSOCIATES, INC.

THIRD:	The date of each amendment's adoption: JULY 9, 2001	
FOURTH	: Adoption of Amendment(s) (CHECK ONE)	
V	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	_
	"The number of votes cast for the amendment(s) was/were sufficient for approval by	•
	voting group	
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
Signature	Signed this 9TH day of JULY , 2001 (By the Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	4.75
	OR	
	(By a director if adopted by the directors)	
	OR (By an incorporator if adopted by the incorporators)	
	BRIAN R. GOVONI Typed or printed name	-
	PRESIDENT Title	<u> </u>