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February 12, 2001

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*****87.50 *****87.50

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

Re: Donnelly & Associates, Inc.

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$87.50, Articles of Amendment to the Articles of Incorporation and copy of same.

Amounts on the enclosed check are broken down as follows:

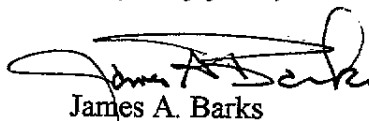
\$35.00 - Filing fee

\$52.50 - Certified copy of Articles of Amendment to Articles of Incorporation

Please file the enclosed Amendment and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,


James A. Barks

FILED
01 FEB 16 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAB/vam Joyce GAVE

Enclosures AUTHORIZATION BY PHONE TO

CORRECT Name

DATE 2/21/01

DOC. EXAM. Tee

Amend

ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION

OF

DONNELLY & ASSOCIATES INC

FILED
01 FEB 16 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is DONNELLY & ASSOCIATES INC
2. The following amendment of the Articles of Incorporation was adopted by the sole shareholder and director of the corporation on December 5, 2000, in the manner prescribed by the Florida General Corporation Act:

ARTICLE IV is deleted in its entirety and the following is substituted therefor:

ARTICLE IV
SHARES

The number of shares of stock is 100.

3. The number of shares of the corporation outstanding at the time of adoption was one, and the number of shares entitled to vote thereon was one.
4. The number of shares voted in favor of such amendment was one, and the number of shares voted against such amendment was -0-.
5. Such amendment does not effect a change in the amount of stated capital.

DATED: February 12 2001.

DONNELLY & ASSOCIATES INC.

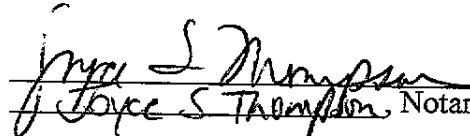
By


JOHN P. DONNELLY, Its President

STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 12th day of February, 2001, by JOHN P. DONNELLY, as President of DONNELLY & ASSOCIATES INC a Florida corporation, who is personally known to me.



Joyce S. Thompson, Notary Public

