

P000000056453

SCOTT M. SOLKOFF*
TODD R. ZELLEN**

LAW OFFICES
SOLKOFF & ZELLEN
A PROFESSIONAL ASSOCIATION

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SOLKOFF & ZELLEN, P.A.
is a law firm dedicated to helping
the elderly, persons with disabilities,
and their caregivers.

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and trusts

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long-term care planning

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administration

Trust and asset protection for
persons with disabilities

Litigation on behalf of the
elderly

Preserving and enforcing
end-of-life health decisions

General advice on aging issues

*Certified as a specialist in
Elder Law by the Florida Bar



**Master of Public Health

Satellite Offices:
Boca Raton, Coral Springs and
Deerfield Beach by appointment

September 15, 2000

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

RE: Berkshire Asset Group, Inc.
FL Corporation No. P00000056453

To Whom This May Concern:

The undersigned is counsel to Berkshire Asset Group, Inc. Please find
enclosed check number 1253 in the amount of \$35.00 payable to the FL
Dept of State to file Articles of Amendment for the above-listed
corporation.

Thank you for your attention to this matter.

Very truly yours,

SOLKOFF & ZELLEN, P.A.


Todd R. Zellen

Encl.

*Note: Todd Zellen gave Authorization
to delete 'initial' 10/4/00*

FILED STATE
SECRETARY OF CORPORATION
DIVISION OF CORPORATIONS
09 SEP 26 PM 2:43

Amend

ZB 10/4/00

KR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 26 PM 2:43

ARTICLES OF AMENDMENT

BERKSHIRE ASSET GROUP, INC., a Florida Corporation under the corporate seal and the hands of its President, and its Secretary, hereby certify that:

I.

The Board of Directors of said Corporation, at a meeting called and held September 1, 2000, adopted the following Resolution:

BE IT RESOLVED by the Board of Directors of BERKSHIRE ASSET GROUP, INC., A Florida Corporation, that said Board deems it advisable, and hereby declares it to be advisable that Article VI: Initial Board of Directors, of the Certificate of Incorporation be amended, changed and altered so as to read as follows:

^{TS}
The name and address of the ~~initial~~ Board of Directors of the corporation are

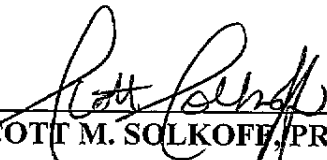
Scott M. Solkoff
1901 South Congress Avenue, Suite 350, Boynton Beach, Florida 33426

Todd R. Zellen
1901 South Congress Avenue, Suite 350, Boynton Beach, Florida 33426

II.

The meeting of the Stockholders of the corporation called by the Board of Directors as aforesaid was held on September 1, 2000, and at said special meeting of the Stockholder, and Amendment of the Certificate of Incorporation was duly adopted by the unanimous vote of all the Stockholders.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in the name by its President, Scott M. Solkoff, and its corporate seal to be hereunto affixed to by its President and Secretary, Todd R. Zellen affixed and attested to by its Secretary, on this 15 Day of September, 2000.

By: 
SCOTT M. SOLKOFF, PRES.

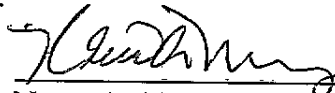
By: 
TODD R. ZELLEN, SECRETARY

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 15 day of September, 2000 before me and personally known, personally appeared SCOTT M. SOLKOFF, as President and TODD R. ZELLEN, as Secretary, of BERKSHIRE ASSET GROUP, INC. a Florida Corporation, and acknowledged before me that they executed the above and foregoing Certificate of Amendment as such officers and for and on behalf of said corporation and having been duly authorized to do so.

WITNESS my hand and official seal at City of Boynton Beach, County of Palm Beach, State of Florida on this 15 day of September, 2000.




Notary Public, State of Florida

Keith A. Mixon
Print Name

My Commission Expires: 8/2004