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Raintree Office Park . 990 Douglas Ave. Altamonte Springs, FL 32714

December 12, 2000

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

Re: STANLEY, DEHLINGER & RASCHER, INC.

600003502766--7
-12/15/00--01091--018
*****35.00 *****35.00

Dear Sir:

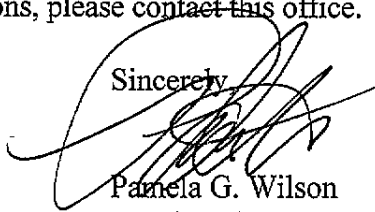
Enclosed are the original and a duplicate copy of the Articles of Amendment to Articles of Incorporation of STANLEY, DEHLINGER & RASCHER, P.A., Inc.

Please endorse your approval of the Articles of Amendment to Articles of Incorporation on the duplicate copy and return it to the undersigned in the enclosed addressed stamped envelope.

Additionally, a check is enclosed for the total amount of \$35.00 to cover the filing fee.

Should you have any questions, please contact this office.

Sincerely,


Pamela G. Wilson
Legal Assistant to
Frederic Stanley, Jr.

PGW/pc/enc.

Amend. & N/C

V. SHEPARD DEC 19 2000

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
STANLEY, DEHLINGER & RASCHER, P.A., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 15 AM 8:17

Pursuant to the provisions of § 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation, which were filed for the purpose of forming a Professional Corporation under the provisions of Chapter 621, Florida Statutes:

First. Article I is amended as follows: "The name of this corporation is Stanley, Dehlinger & Rascher, P.A."

Article II is amended as follows: "The principal place of business and mailing address of the corporation is: 260 Maitland Avenue, Suite 1500, Altamonte Springs, FL 32701."

Article III is amended as follows: "The purpose for which this corporation is organized is to engage in every aspect of the practice of law. The professional services involved in this corporation's practice of law may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice law in the State of Florida."


Article IV is amended as follows: "The maximum number of shares this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of \$1.00 per share. Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting."

Second. These amendments do not provide for an exchange, reclassification or cancellation of issued shares.

Third. The date of each amendment's adoption is November 14, 2000.

Fourth. The amendments were adopted by the incorporator without shareholder action and shareholder action was not required.

Signature



Charles A. Dehlinger, Esq.
Incorporator