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P01000110774

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February 12, 2002

Via Federal Express
Secretary of State
Division of Corporations
ATTN: Amendments
409 E. Gaines Street
Tallahassee, Florida 32301-0109

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 13 PM 1:17

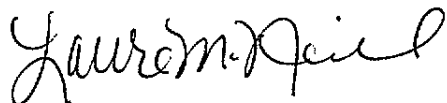
RE: Imperatore, Herbert & Company, Inc.
Document No.: P01000110774

Dear Filing Clerk:

Enclosed herewith is our check in the amount of \$35.00, together with Amendment no. 1 to the Articles of Incorporation for filing.

Very truly yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.



Laura K. McNeill, Certified Legal Assistant

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Enclosures

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Amend.

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AMENDMENT NO. 1
TO
ARTICLES OF INCORPORATION
OF
IMPERATORE, HERBERT & COMPANY, INC.

IMPERATORE, HERBERT & COMPANY, INC., a Florida corporation (the "Corporation"), under its corporate seal and the hands of its President, John F. Imperatore, Jr., and Secretary, John W. Herbert, Jr., hereby certifies that:

Upon the proposal of the Board of Directors of the Corporation, the following resolutions were duly and unanimously adopted by the Board of Directors of said Corporation and by all holders of the outstanding stock of the Corporation, by written instrument dated the 25th day of January, 2002, to-wit:

RESOLVED, that, effective on the date of filing with the Department of State of Florida, the Articles of Incorporation of Imperatore, Herbert & Company, Inc., which were approved and filed in the office of the Department of State of Florida on November 20, 2001, be amended by striking Article 7.4 thereof in its entirety and by substituting therefor the following:

- 7.4 The Corporation hereby elects to have preemptive rights. Each holder of shares of common stock shall be entitled to full preemptive rights, as such rights are defined by law, to subscribe for or purchase his or her proportional part of any additional or future shares of common stock which may be issued by the Corporation.

RESOLVED FURTHER, that, effective on the date of filing with the Department of State of Florida, the Articles of Incorporation of Imperatore, Herbert & Company, Inc., which were approved and filed in the office of the Department of

State of Florida on November 20, 2001, be amended by striking Article 13 thereof in its entirety and by substituting therefor the following:

ARTICLE 13 – BYLAWS

The Bylaws of the Corporation may only be amended, altered, changed or repealed upon the affirmative vote of all of the shareholders.

RESOLVED FURTHER, that, effective on the date of filing with the Department of State of Florida, the Articles of Incorporation of Imperatore, Herbert & Company, Inc., which were approved and filed in the office of the Department of State of Florida on November 20, 2001, be amended by striking Article 15 thereof in its entirety and by substituting therefor the following:

ARTICLE 15 – AMENDMENT

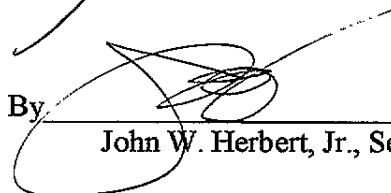
These Articles of Incorporation any amendments hereto may only be amended, altered, changed or repealed upon the affirmative vote of all of the shareholders.

IN WITNESS WHEREOF, said Corporation has caused this Amendment to be signed in its name by its President and Secretary this 25th day of January, 2002.

By


John F. Imperatore, Jr., President

By


John W. Herbert, Jr., Secretary

(CORPORATE SEAL)