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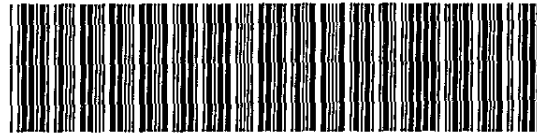
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BOOTH & COOK, P. A.
Attorneys at Law

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7510 RIDGE ROAD
PORT RICHEY, FLORIDA 34668
727/842-9105
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February 6, 2004

Secretary of State
Division of Corporation/Amendment Dept.
P.O. Box 6327
Tallahassee, FL 32312

Re: Barton & Barton Financial, Inc.


To Whom It May Concern:

Enclosed please find the Articles of Amendment to Articles of Incorporation, plus one copy, for the above referenced along with a check for the filing fees. Please file this and return the copy to my office as soon as possible.

Thank you and if any further information is needed please call.

Sincerely,

BOOTH & COOK, P.A.



Stephen C. Booth

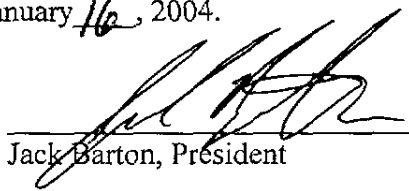
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BARTON & BARTON FINANCIAL, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. Article I of the Articles of Incorporation of **Barton & Barton Financial, Inc.** is amended to read "The name of the corporation shall be **SCH & L, INC.**".
2. The foregoing amendment was adopted by the shareholders of this corporation on January 16, 2004, by unanimous vote.

IN WITNESS WHEREOF, the undersigned president and secretary of this corporation have executed these Articles of Amendment on January 16, 2004.



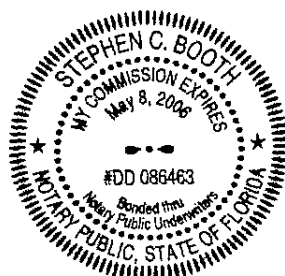
Jack Barton, President

FILED
04 FEB -9 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA:
COUNTY OF PASCO :

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared, Jack Barton, who is personally known to me or has produced _____ as identification to be the person who executed the foregoing Articles of Amendment to Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, on January 16, 2004.





NOTARY PUBLIC