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Professional Accounting Associates, Inc.

August 23, 2004

(813) 985-7067 (813) 985-1308 FAX (813) 980-3564

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Dear Sirs:

Please file this amendment to the Articles of Incorporation on behalf of McArthur Scher & Associates, Inc. with the Secretary of State. Please date this amendment to the articles of the corporation to begin as of August 6, 2004. Please mail a copy of the acceptance and the amendment to:

> PAUL R. SHORT, PRESIDENT 7522 NORTH 40TH STREET Tampa, Florida 33604

Thank You.

Sincerely,

PROFESSIONAL ACCOUNTING ASSOCIATES, INC.

ENCLOSURES:

AMGONGATTO ORIGINAL ARTICLES OF INCORPORATION

CHECK PAYABLE TO SECRETARY OF STATE FOR

\$35.00.

PRS/jmw

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

TO

McArthur Scher & Associates, P.A.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: I, the undersigned, being the President and Secretary of McArthur Scher & Associates, P.A., a Florida Corporation, hereby certify that the following Amendment was unanimously adopted by the shareholders and directors of the corporation by motion made by Teresa McArthur Scher, shareholder, seconded and carried by unanimous vote of the shareholders, all whom were present.

"NAME" is amended to read as follows: "The name of the corporation shall be Teresa McArthur Scher, LCSW, P.A."

SECOND: In all other respects, the articles of incorporation shall remain as they were prior to this Amendment being adopted.

THIRD: The date of each amendment's adoption: August 6, 2004.

FOURTH: Adoption of Amendment

Signed this 6th day of August, 2004

Teresa McArthur Scher Typed or Printed Name

President