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ROBERT W. ANTHONY  
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AM SOUTH BANK BUILDING  
SUITE 500  
14 EAST WASHINGTON STREET  
ORLANDO, FLORIDA 32801

April 2, 1998

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: CFO Consulting, Inc.

300002501523--8  
-04/27/98--01095--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Enclosed please find the following:

1. Amendment of Articles of Incorporation.
2. Our firm check in the amount of \$35.00 representing the filing fee.
3. An extra copy to be date stamped and returned to our firm in the enclosed envelope.

Please file the enclosed Amendment and return the copy the  
Amendment to my attention as soon as possible. If you have any  
questions please contact me.

Sincerely,

  
Robert W. Anthony

RWA:mfm  
Enclosures

cc: Stephen G. Lublin

F:\CLIENTS\4520\AMDSECST.LTR

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 27 AM 11:43

APPROVED  
AND  
FILED

ON  
P92000011367  
208  
4-27-98  
Amended

AMENDMENT OF ARTICLES OF INCORPORATION

THIS AMENDMENT is made this 9 day of April, 1998, by the shareholders of CFO CONSULTING, INC., amending its Articles of Incorporation as follows:

1. The name of the corporation is CFO CONSULTING, INC.
2. Article V of the Articles of Incorporation filed on December 11, 1992, is hereby deleted and replaced by the following Article V:

ARTICLE V

The Capital stock of the corporation shall consist of ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share, with five thousand (5,000) shares being voting shares with full voting rights and five thousand (5,000) shares being non-voting shares with no voting rights.

3. The date of this Amendment's adoption was April 9, 1998.
4. This Amendment was approved by the shareholders of the corporation and the number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President and Chairman of the Board of Directors and the majority voting shareholder of the corporation, hereby files this Amendment to its Articles of Incorporation and directs that this Amendment be filed with the Department of State of the State of Florida and that the Amendment be noted on the records of the Department of State.

WITNESSED:

CFO CONSULTING, INC.

Christina A. Baswell

By:

Stephen G. Lublin  
Stephen G. Lublin, President,  
Chairman of the Board of the  
Board of Directors, and  
majority voting shareholder

Christina A. Baswell

Attest:

Kyle M. Lublin  
Kyle M. Lublin,  
Treasurer, Director and  
Shareholder

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 APR 27 AM 11:43

APPROVED  
AND  
FILED