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LAW OFFICES
MICHAEL R. BASS, P.A.
6TH FLOOR - COLONIAL BANK BUILDING
600 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33301
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December 21, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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*****35.00 *****35.00

To Whom it May Concern:

Enclosed please find the following:

1. Original and one (1) copy of the Articles of Amendment and Shareholder's Consent concerning a name change of the above corporation. A check in the amount of \$35.00 is enclosed for the amendment fee.
2. Original and one (1) copy of the Articles of Incorporation for Tri County Certified Appraisers, Inc. and our check in the amount of \$70.00 representing the filing fee.
3. A self-addressed stamped envelope for return of a certified copy of each item.

If you need anything further, please contact this office.

Sincerely,



MICHAEL R. BASS

MRB/msy

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00 DEC 22 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Notified
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stays copies
Fee not sent for

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ARTICLES OF AMENDMENT
PURSUANT TO SECTION 607.1006
OF THE GENERAL CORPORATION ACT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

1) The current name of the corporation is TRI COUNTY CERTIFIED APPRAISERS INC.

2) The Articles of Incorporation are amended to reflect a name change. The new name of the corporation shall be MATT SPENCER AND ASSOCIATES, INC.

3) The corporation relinquishes all rights it has or may have to the name TRI COUNTY CERTIFIED APPRAISERS INC.

4) The Shareholder adopted the amendment referred to herein on December 21, 2000.

Dated this the 21st day of December, 2000.

TRI COUNTY CERTIFIED APPRAISERS INC.

BY: Matt Spencer
MATT SPENCER, President

BY: Matt Spencer
MATT SPENCER, Secretary


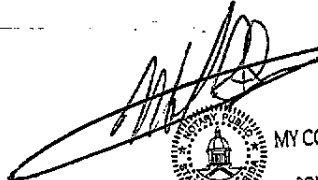
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, MATT SPENCER, who is to me well known to be the person

described in and who subscribed the above Articles of Amendment or has produced driver's license as identification and he freely and voluntarily acknowledged before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Ft. Lauderdale, in said county and State this 21 day of December, 2000.



Michael R. Bass
MY COMMISSION # CC692699 EXPIRES
October 29, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

NOTARY PUBLIC, State of Florida

My commission expires:

CERTIFICATE OF STOCKHOLDER'S
CONSENT OF TRI COUNTY CERTIFIED APPRAISERS INC.


I, the undersigned stockholder of TRI COUNTY CERTIFIED APPRAISERS INC., a corporation duly organized pursuant to the laws of the State of Florida, at a special meeting held pursuant to notice at 600 South Andrews Avenue, Sixth Floor, Fort Lauderdale, Florida 33301, on the 21ST day of December , 2000, at 11 o'clock a.m./p.m., to take action upon the resolution adopted at a special meeting of the Board of Directors of the Corporation held on December 21, 2000.

RESOLVED THAT:

1) The name of the corporation, TRI COUNTY CERTIFIED APPRAISERS INC., shall be changed to MATT SPENCER AND ASSOCIATES, INC.

2) The effective date of the name change shall be December 21, 2000

I HEREBY CONSENT that the amendment to the Bylaws and Articles of Incorporation as stated in the resolution, be adopted, and signify our consent in writing.



MATT SPENCER