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BASIC AMENDMENT

MARCOS & ROTHMAN, P.A.

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
MARCOS & ROTHMAN, P.A.

By unanimous vote of the Board of Directors and Shareholders of Marcos & Rothman, P.A., a Florida professional service corporation, originally incorporated on April 5, 1993, Document Number P93000024950, said Corporation does hereby, pursuant to Florida Statutes, Sections 607.1003 and 607.1006, amend the existing Articles of Incorporation, in the following respects:

1. ARTICLE I - NAME is hereby deleted in its entirety and the following provision is inserted in lieu thereof:

ARTICLE I - NAME

The name of this Corporation is Marcos Rothman Scharf & Valdes, P.A.

2. ARTICLE III - CAPITAL STOCK is hereby deleted in its entirety and the following provision is inserted in lieu thereof:

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
6,000	\$1.00	Class A Voting Common
6,000	\$1.00	Class B Non-Voting Common

The relative rights, privileges and limitations of Class A Voting Common Shares and Class B Non-Voting Common Shares shall be in all respects identical, share for share (including, but

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not limited to, identical rights to distribution and liquidation proceeds), except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Voting Common Shares and, except as otherwise required by law, the holders of Class B Non-Voting Common Shares shall not have any voting power or be entitled to receive any notice of meetings of Shareholders.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Any shares of capital stock of the Corporation outstanding immediately prior to the effective date of the Articles of Amendment shall be cancelled by the Corporation and ten (10) Class A Voting Common Shares shall be issued in exchange for each share so cancelled.

The foregoing Amendments were adopted by all of the Directors and Shareholders of this Corporation, by Corporate Consent dated April 1, 2003.

DATED AT Miami, Florida, this 22nd day of May 2003.

By:

Brian Rothman
BRIAN S. ROTHMAN, President

Attest:

Ileana Marcos
ILEANA MARCOS, Secretary

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