

P93000027636
Lazo, Gertman & Associates, Inc.

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TO: Florida Department of State
DT: October 18, 1997
FR: Lance N. Lazo
RE: Amendment to Articles of Incorporation

200002327712--0
-10/23/97--01035--008
*****35.00 *****35.00

Please file the enclosed amendment to the Articles of Incorporation for Lazo, Gertman & Associates, Incorporated. Our Federal Tax ID number is 65-0410146.

I have enclosed a check in the amount of \$35 to the order of Florida Department of State for the filing fee.

FILED
97 OCT 23 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/27

Amend.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

LAZO, GERTMAN & ASSOCIATES, INCORPORATED

FILED
97 OCT 23 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The Articles of Incorporation of this corporation are amended by changing the Article numbered "III" so that, as amended, said Article shall read as follows:

The total number of shares of stock that the Corporation shall have authority to issue is 1,000,000 shares of Class A Voting Common Stock, \$.01 par value per share, and 100,000 shares of Class B Non-Voting Stock, \$.01 par value per share.

Each share of Class A Voting Common Stock shall be entitled to one vote on all matters that come before a meeting of stockholders of the Corporation. Shares of Class B Non-Voting Common Stock shall not be entitled to vote on any matters, including, without limitation, the election of directors, amendments to the Corporation's Articles of Incorporation, any merger or consolidation, or any sale of all or substantially all of the assets of the Corporation.

Except as set forth above, shares of Class A Voting Common Stock and Class B Non-Voting Common Stock shall have the same preferences, qualifications, rights and privileges.

SECOND: *The amendment provides for an exchange, reclassification, and cancellation of issued shares. Provisions for implementing the amendment, not contained in the amendment itself, are as follows:*

Upon the filing of these Articles of Amendment, each share

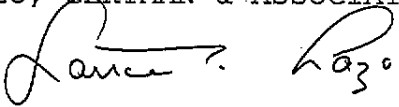
of common stock, \$0.01 par value per share ("Common Stock"), shall be automatically reclassified, changed and converted into a share of Class A Voting Common Stock, \$.01 par value per share ("Class A Stock"), and each outstanding certificate for Common Stock shall cease to represent shares of such Common Stock and shall only evidence ownership of Class A Stock. Each and every certificate for Common Stock shall be surrendered and exchanged for a new certificate for the Class A Stock and the Common Stock shall be cancelled.

THIRD: The amendment to the Articles of Incorporation of the Corporation set forth above was adopted as of the 9th day of October, 1997.

FOURTH: The number of votes cast for this amendment by the shareholders of this corporation was sufficient for approval.

Signed this 9th day of October, 1997.

LAZO, GERTMAN & ASSOCIATES, INCORPORATED


By: Lance N. Lazo, Chief Executive Officer