

P93000038643

CHARLES H. STARK, P. A.

ATTORNEYS AT LAW

SUITE 100

986 DOUGLAS AVENUE

ALTAMONTE SPRINGS, FLORIDA

32714

TELEPHONE (407) 788-0250

FACSIMILE (407) 788-7244

CHARLES H. STARK

June 2, 1998

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

98 JUN 18 AM 10:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Medical Advantage, Inc.

Dear Sir or Madam:

Enclosed for filing are the following documents regarding the above-referenced corporation:

1. One executed original and one copy of the corporation's Articles of Amendment to the Articles of Incorporation wherein the corporation is changing its name to J & J Enterprises, Inc.; and
2. Our check in the total amount of \$35, representing the filing fee associated with this transaction.

Please have a copy of the filed Articles of Amendment returned to the undersigned in the enclosed self-addressed, stamped envelope. Your prompt attention to this matter would be greatly appreciated.

Sincerely,



Charles H. Stark

100002548481--6
-06/05/98--01038--002
*****35.00 *****35.00

CHS/db
Enclosures

N/C

VS JUN 23 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1998

CHARLES H. STARK, P.A.
986 DOUGLAS AVE.
SUITE 100
ALTAMONTE SPRINGS, FL 32714

SUBJECT: MEDICAL ADVANTAGE, INC.
Ref. Number: P93000038643

We have received your document for MEDICAL ADVANTAGE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 998A00032978

RECEIVED
98 JUN 18 AM 8:24
DIVISION OF CORPORATIONS

CHARLES H. STARK, P. A.

ATTORNEYS AT LAW

SUITE 100

986 DOUGLAS AVENUE

ALTAMONTE SPRINGS, FLORIDA

32714

TELEPHONE (407) 788-0250

FACSIMILE (407) 788-7244

CHARLES H. STARK

June 12, 1998

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

Re: Medical Advantage, Inc.
Ref. Number: P93000038643

Dear Sir or Madam:

Enclosed for filing is the original and one (1) copy of the corporation's Articles of Amendment to the Articles of Incorporation wherein the corporation changes its name to J & J Holding Group, Inc. Pursuant to your letter of June 12, 1998, a copy of which is also enclosed, you are holding our check in the amount of Thirty-Five Dollars (\$35) representing the filing fee associated with this transaction.

Please have a copy of the filed Articles of Amendment returned to the undersigned in the enclosed self-addressed, stamped envelope. Your prompt attention to this matter would be greatly appreciated.

Sincerely,



Charles H. Stark

CHS/db
Enclosures

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
MEDICAL ADVANTAGE, INC.

FILED
98 JUN 18 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: Pursuant to Section 607.1003 of the Florida Statutes, the Articles of Incorporation of Medical Advantage, Inc., are hereby amended to delete the provisions of Article I as the same now exists, and by substituting in lieu thereof, the following:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the Corporation shall be J & J HOLDING GROUP, INC.

SECOND: The foregoing Amendment was adopted by a Written Action of All Shareholders and Directors of Medical Advantage, Inc. on May 31, 1998, which manifests an intent to amend the Articles of Incorporation effective upon the filing of this Amendment with the Secretary of State.

IN WITNESS WHEREOF, MEDICAL ADVANTAGE, INC. has caused these Articles of Amendment to be executed and attested to by its President and Secretary and its corporate seal affixed hereto on this 31st day of May, 1998.

MEDICAL ADVANTAGE, INC.

By: John B. Witty
John B. Witty, President

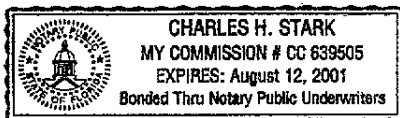
ATTEST:

By: John C. Barrett
John C. Barrett, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this _____ day of May, 1998, by JOHN B. WITTY and JOHN C. BARRETT, as President and Secretary, respectively, of Medical Advantage, Inc. Said persons did take an oath and are (choose one) personally known to me, produced a valid driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____



Charles H. Stark
Print Name: _____
Notary Public - State of Florida
Commission No.: _____
My Commission Expires: _____