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REFERENCE : 444887 4329325

AUTHORIZATION : Patricia Project

COST LIMIT : \$ 87.50

ORDER DATE : June 27, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 444887-005

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CUSTOMER NO: 4329325

CUSTOMER: Robert G. Shaffer, II, Esq
Brant Moore Macdonald & Wells,
P. O. Box 4548

Jacksonville, FL 32201-4548

DOMESTIC AMENDMENT FILING

NAME: SOLDAVINI, UPHAM &
COMPANY, P.A.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 JUN 27 PM 1:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6/27
RECEIVED
97 JUN 27 AM 11:30
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT OF
SOLDAVINI, UPHAM & COMPANY, P.A.

FILED

97 JUN 27 PM 1:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Articles of Incorporation of SOLDAVINI, UPHAM & COMPANY, P.A., and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of SOLDAVINI, UPHAM & COMPANY, P.A., and upon authority of all of the shareholders of this Corporation, hereby set forth as follows:

1. The name of this Corporation is SOLDAVINI, UPHAM & COMPANY, P.A.

2. The Articles of Incorporation of SOLDAVINI, UPHAM & COMPANY, P.A. have been amended by deleting Article III in its entirety and by substituting in lieu thereof the following Article:

"ARTICLE III - CAPITAL STOCK

A. Authorized Shares. The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be Twenty Thousand (20,000) shares of capital stock with a par value of One Dollar (\$1.00) per share of which Ten Thousand (10,000) shares shall be designated as voting common stock and Ten Thousand (10,000) share shall be designated as non-voting common stock.

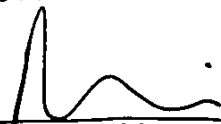
B. Relative Rights and Preferences. The relative rights, privileges and limitations of the voting common stock and the non-voting common stock shall be in all respects identical, share for share, except that the voting common stock shall entitle the holder thereof to one vote for each share of voting common stock in all matters requiring the vote or approval of the stockholders of the Corporation and the holders of the non-voting common stock shall not have any right or power to vote."

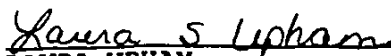
3. In accordance with Florida Statute Section 607.1003, the referred to amendment was adopted by the Board of Directors on June

24, 1997, and written consent to the said Amendment was given on June 24, 1997, by all the shareholders comprising the only voting group in accordance with Florida Statute Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

4. Upon the filing of these Articles of Amendment by the Department of State, the above referred to amendment shall become effective and the Articles of Incorporation of SOLDVINI, UPHAM & COMPANY, P.A. shall be deemed to be amended accordingly.

DATED this 24 day of June, 1997.


MATTHEW SOLDVINI
President


LAURA UPHAM
Secretary