

KOHL, METZGER, SPOTTS & TAPPER

PROFESSIONAL ASSOCIATION
OF ATTORNEYS

N. DEAN KOHL, JR.
KATHY A. METZGER
MICHAEL K. SPOTTS
MARCI A. TAPPER
KAREN M. HOBBS

50 SOUTHEAST KINDRED STREET
STUART, FLORIDA 34994

MAILING ADDRESS
P.O. Box 1166
STUART, FL 34955-1166

STUART 561 223-9999
FORT PIERCE 561 468-0011
OKEECHOBEE 941 467-1199
FL 561 223-9008

P93000063005

June 19, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/23/97-01132--028
*****87.50 *****87.50

RE: Amendment to the Articles of Incorporation of
KOHL, METZGER, SPOTTS & TAPPER, P.A.

Gentlemen:

Please find enclosed herewith two duplicate originals of the Amendment to the Articles of Incorporation for Kohl, Metzger, Spotts & Tapper, P.A. Upon filing, please return a certified copy of the Amendment to the undersigned in the enclosed, stamped envelope.

Also enclosed is our check in the amount of \$87.50 as payment of the filing fee.

Your prompt attention to this matter will be greatly appreciated.

Sincerely,

Elizabeth A. Motto

Elizabeth A. Motto
Legal Assistant

Enclosures

APPROVED
FILED
97 JUN 23 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FL 32314

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P93000063005
4 pgs
And Copy
6-23-97
NC

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
KOHL, METZGER, SPOTTS & TAPPER, P.A.

I

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on September 9, 1993, and assigned Charter Number P93000063005, are hereby amended pursuant to a written consent in lieu of meeting executed by the holders of all of the Corporation's Common Stock and all of the Corporation's Directors on June 13, 1997, as follows:

II

ARTICLE I is hereby amended to read as follows:

The name of this corporation is KOHL & SPOTTS, P.A.

III

There presently exists only two (2) shareholders of the issued and outstanding shares of the Corporation. The Corporation shall exchange the certificates of the said shareholders for a certificate representing an identical number of shares which properly reflects the name change of the Corporation and cause the shares taken in to be cancelled.

IV

This Amendment to the Articles of Incorporation was adopted by the shareholders and directors on June 13, 1997.

V

The undersigned, being the President and Secretary of KOHL & SPOTTS, P.A. hereby certify that the above and foregoing Amendment to the Articles of Incorporation was adopted as aforesaid on June 13, 1997.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the Corporation on June 13, 1997.

ATTEST:

By: Michael K. Spotts
Michael K. Spotts, Secretary

By: N. Dean Kohl, Jr.
N. Dean Kohl, Jr., President

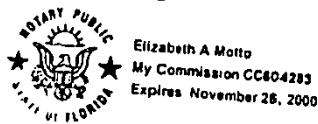
STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 13th day of June, 1997, by N. Dean Kohl, Jr., President and Michael K. Spotts, Secretary, of KOHL & SPOTTS, P.A., on behalf of the Corporation, who are personally known to me.

My Commission Expires:

Elizabeth A. Motto
[Printed Name] Elizabeth A. Motto
Notary Public, State of Florida

(SEAL)

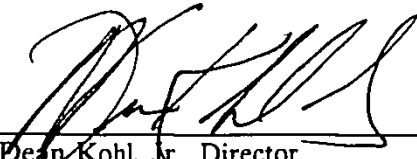


**WRITTEN CONSENT OF THE STOCKHOLDERS
AND DIRECTORS OF
KOHL, METZGER, SPOTTS & TAPPER, P.A.
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the directors and stockholders of KOHL, METZGER, SPOTTS & TAPPER, P.A., in accordance with §§607.0821 and 607.0704 of the Florida General Corporation Act, as of February 10, 1997, do hereby waive the necessity of a meeting and do hereby consent in writing to the adoption of the following resolutions:

WHEREAS, it is in the best interests of the Corporation to change its name to KOHL & SPOTTS, P.A.; now, therefore, it is

RESOLVED, that the name of the Corporation shall be changed to KOHL & SPOTTS, P.A., that the President and Secretary of the Corporation are hereby instructed to file with the Secretary of State of Florida an Amendment to the Articles of Incorporation in the form attached to these minutes, that the President and Secretary of the Corporation shall issue new stock certificates in accordance with the attached Amendment to the Articles of Incorporation, and that the President and Secretary of the Corporation are authorized to take such further actions as may be reasonably necessary to effectuate the intent of these resolutions.



N. Dean Kohl, Jr., Director



Michael K. Spotts, Director