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ACCOUNT NO. : 072100000032
REFERENCE : 552829 126228A
AUTHORIZATION :
COST LIMIT : \$ 35.00

FILED
00 JUN 14 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 14, 2000
ORDER TIME : 2:20 PM
ORDER NO. : 552829-005
CUSTOMER NO: 126228A

000003099760--5

CUSTOMER: Mr. R. L. Heinkel
R. Lawrence Heinkel, P.a.
Suite 220
135 West Central Boulevard
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: R. LAWRENCE HEINKEL, P.A.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
00 JAN 14 PM 3:20
N.C.
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. COULLIETTE JAN 18 2000

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
R. LAWRENCE HEINKEL, P.A.

FILED
JUN 14 PM 4:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned sole Director, President and Secretary of **R. LAWRENCE HEINKEL, P.A.** hereby certifies that on the 11th day of January, 2000, all of the members of the Board of Directors and the Shareholders of **R. LAWRENCE HEINKEL, P.A.**, (such Shareholders being the only class designated to vote on such amendment and such Shareholders constituting a sufficient number of votes cast for approval of the amendment), by written action in lieu of a joint special meeting in accordance with the provisions of Sections 607.0704 and 607.0821, Florida Statutes, approved a resolution amending Article I of the Articles of Incorporation of **R. LAWRENCE HEINKEL, P.A.**, and that the following is a true and correct copy of said resolution:

"RESOLVED, that Article I of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I

Name, Place, Principal Place of Business, Effective Date and Duration

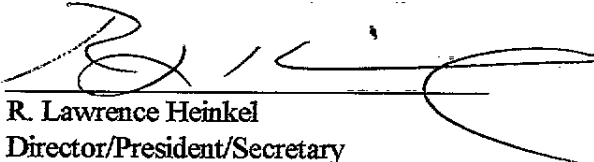
The name of the Corporation is **HEINKEL TAX CONSULTING GROUP, P.A.** The principal place of business of the Corporation is 135 W. Central Boulevard, Suite 220, Orlando, Florida 32801." All other provisions of Article I of the Articles of Incorporation heretofore filed shall remain the same.

FURTHER RESOLVED, that the Officers of the Corporation are hereby authorized and directed to take any and all action necessary to effect such amendment."

Executed this 11th day of January, 2000.

R. LAWRENCE HEINKEL, P.A.

By:



R. Lawrence Heinkel
Director/President/Secretary

WRITTEN ACTION IN LIEU OF A
JOINT SPECIAL MEETING OF
THE BOARD OF DIRECTORS AND SHAREHOLDERS
OF
R. LAWRENCE HEINKEL, P.A.

The undersigned, being all of the members of the Board of Directors and all of the Shareholders of R. LAWRENCE HEINKEL, P.A., a Florida Professional Association, hereby take the following action in lieu of holding a meeting regarding the same, pursuant to Florida Statute Sections 607.0704 and 607.0821:

"RESOLVED, that Article I of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I

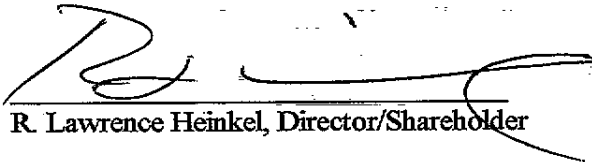
Name, Place, Principal Place of Business, Effective Date and Duration

The name of the Corporation is HEINKEL TAX CONSULTING GROUP, P.A.. The principal place of business of the Corporation is 135 W. Central Boulevard, Suite 220, Orlando, Florida 32801."

All other provisions of Article I of the Articles of Incorporation heretofore filed shall remain the same.

Execution of this Written Action by the undersigned, being all of the members of the Board of Directors and all of the Shareholders, pursuant to Sections 607.0704 and 607.0821, Florida Statutes, and the subsequent insertion of this Certificate in the Corporate Records Book waive any requirement of a formal meeting to conduct the business referred to herein.

Executed this 11th day of January, 2000.

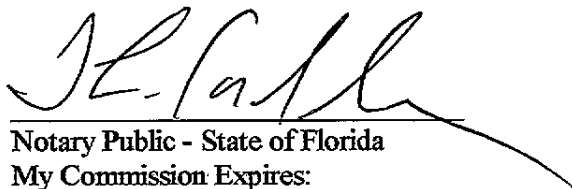

R. Lawrence Heinkel, Director/Shareholder

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Amendment were acknowledged before me by R. Lawrence Heinkel, who is personally known to me, in his capacity as Director, President and Secretary of R. Lawrence Heinkel, P.A., a Florida Professional Association, who acknowledged before me that he executed the same on behalf of the corporation and with full corporate authority, and who did not give an oath.

WITNESS my hand and official seal in the State and County last aforesaid, this 11th day of January, 2000.

TINA L. CARABALLO
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC886025
EXPIRES 11/7/2003
BONDED THRU ASA 1-888-NOTARY1


Notary Public - State of Florida
My Commission Expires: