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*****87.50 *****43.75

November 16, 1998

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: GERALD P. FLAGEL & ASSOCIATES, P.A.
Document No.: P94000026058

Gentlemen:

Enclosed please find the original and one copy of Articles of Amendment for the above, along with a check in the amount of \$87.50, to cover the appropriate fees.

When filed, please return the certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,

Gerald P. Flagel

Gerald P. Flagel

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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KPG/11/23

ARTICLES OF AMENDMENT
-of the-
ARTICLES OF INCORPORATION
-of-
GERALD P. FLAGEL & ASSOCIATES, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

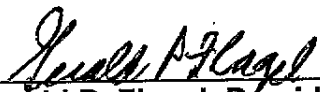
The undersigned, being the President and Secretary of GERALD P. FLAGEL & ASSOCIATES, P.A., hereby certify that:

1. The name of the Corporation is GERALD P. FLAGEL & ASSOCIATES, P.A.
2. The manner in which this Amendment to the Articles of Incorporation was authorized, was by the Written Consent of the Board of Directors of the Corporation, effective November 16, 1998, followed by the Written Consent of the holder of all of the issued and outstanding shares of the Corporation, effective November 16, 1998.
3. The Articles of Incorporation of GERALD P. FLAGEL & ASSOCIATES, P.A. are hereby amended as authorized by Section 607.1001 of the Florida Business Corporation Act, made applicable by Section 621.13 of the Professional Service Corporation and Limited Liability Act, to change the name of the Corporation to GERALD P. FLAGEL, P.A.. In order to accomplish this change, Article I of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE I - NAME

1. The Name of this corporation is GERALD P. FLAGEL, P.A.

IN WITNESS WHEREOF, we have executed this Certificate this 16th day of November, 1998.


Gerald P. Flagel, President


Gerald P. Flagel, Secretary

UNANIMOUS WRITTEN CONSENT
-of-
THE BOARD OF DIRECTORS
-of-
GERALD P. FLAGEL & ASSOCIATES, P.A.

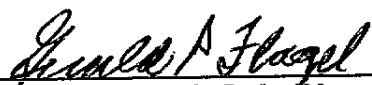
The undersigned, being the sole member of the Board of Directors of GERALD P. FLAGEL & ASSOCIATES, P.A., hereby consents to the following action, taken without a meeting, pursuant to the provisions of the Florida Business Corporation Act, Section 607.0821:

The Articles of Incorporation of GERALD P. FLAGEL & ASSOCIATES, P.A. shall be amended as authorized by Section 607.1001 of the Florida Business Corporation Act, to change the name of the Corporation to GERALD P. FLAGEL, P.A.. In order to accomplish this change, Article I of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE I - NAME

1. The Name of this corporation is GERALD P. FLAGEL, P.A."

IN WITNESS WHEREOF, this Consent has been executed by the undersigned, effective as of November 16, 1998.



Gerald P. Flagel, Sole Director