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February 4, 1997

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

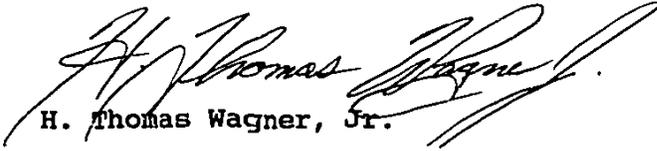
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-02/11/97--01006--012
*****35.00 *****35.00

Dear Division of Corporations,

Enclosed please find a check for \$ 35.00 for the filing fee
for the attached Articles of Amendment.

If additional information is needed please contact Tom Wagner
at (561) 686-1120.

Sincerely,



H. Thomas Wagner, Jr.

WAGNER, P.A.
Certified Public Accountant

Centurion Tower
1601 Forum Place, Suite 300
West Palm Beach, FL 33401

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 10 PM 1:18

NC

FEB 12 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 10 PM 1:18

WAGNER, P.A.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *THE CORPORATION HEREBY ELECTS TO CHANGE THE NAME FROM WAGNER, P.A. TO H. THOMAS WAGNER, JR., P.A.*

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: *N/A*

THIRD: The date of each amendment's adoption: *JANUARY 1, 1997*

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by the incorporators or board of directors, without shareholder action and shareholder action was not required.

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

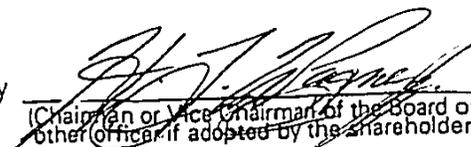
[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group) #

(continued)

Signed this 4th day of FEBRUARY, 19, 97.

WAGNER, P.A.
(Corporation Name)

By 
(Chairman or Vice Chairman of the Board of Directors, President or
Other Officer if adopted by the shareholders)
(A director or incorporator if adopted by the directors or incorporators)

H. T. WAGNER, JR.
(Typed or printed name)

PRESIDENT
(Title)