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EDWARDS, COHEN & JACOBS, P.A.

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September 4, 2001

VIA FED EX
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

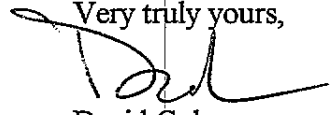
Re: Edwards & Cohen, P.A.

Dear Sir or Madame:

Enclosed for filing are Articles of Amendment for Edwards, Cohen, Jacobs, Haramis & Burnett, P.A., a Florida professional corporation (Document No. 94000061073), together with our check in the amount of \$35.00 for filing fees.

Please call me at (904) 633-8010 if you have any questions regarding this filing request.

Very truly yours,



David Cohen

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT (FIFTH) OF THE
ARTICLES OF INCORPORATION
OF
EDWARDS, COHEN, JACOBS, HARAMIS & BURNETT, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapters 620 and 607, Florida Statutes, Edwards, Cohen, Jacobs, Haramis & Burnett, P.A., a professional corporation organized under the laws of the State of Florida (the "Corporation"), hereby adopts the following amendments to its Articles of Incorporation.

FIRST, the name of the Corporation is Edwards, Cohen, Jacobs, Haramis & Burnett, P.A., the original Articles of Incorporation of which were filed with the Florida Department of State on or about August 9, 1994, and amendments to which were filed on or about October 31, 1997, August 31, 1998, February 15, 2000 and September 7, 2000.

SECOND, the current Articles of Incorporation are hereby amended by deleting ARTICLE I in its entirety and replacing it with the following:

ARTICLE I

NAME

The name of the Corporation is Edwards & Cohen, P.A. The address of the principal office, and the mailing address, of the Corporation is 200 North Laura Street, Twelfth Floor, Jacksonville, Florida 32202.

The effective date of these Articles of Amendment is September 1, 2001, or such later date as provided by law. The date of adoption of these Articles of Amendment is September 1, 2001, on which date the within amendments were unanimously approved by all of the shareholders and all of the directors of the Corporation at a meeting attended by all of the directors and shareholders without objection. Said amendments and these Articles of Amendment were approved by the requisite number of shareholders of the Corporation.

EDWARDS & COHEN, P.A.

By: 

Chairman of the Board and President

By: 

Secretary

EDWARDS, COHEN, JACOBS, HARAMIS & BURNETT, P.A.

MINUTES OF MEETING OF BOARD OF DIRECTORS AND SHAREHOLDERS

A JOINT MEETING of the Board of Directors and shareholders of Edwards, Cohen, Jacobs, Haramis & Burnett, P.A. (the "Corporation") was held on the call of the President on September 1, 2001, at which all shareholders and all Directors of the Corporation were present. All actions described in these minutes were approved by the unanimous vote of all shareholders and all directors, respectively, and all of the foregoing waived notice of the joint meeting by their signature below.

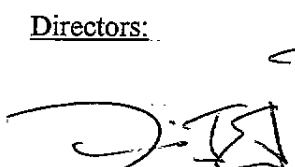
The Corporation does hereby accept the resignation of Ken Jacobs, Lee Haramis and Jason Burnett as officers and directors of the Corporation.


Resolved by the Board and the shareholders, that the Board of Directors and the shareholders of the Corporation hereby approve and adopt the amendments to the Articles of Incorporation of the Corporation specified in the Articles of Amendment (Fifth) (attached hereto as Exhibit A), and that the officers of the Corporation are hereby authorized and directed to take such action as may be necessary to cause such Articles of Amendment (Fifth) to be filed with the Florida Department of State, become effective as of September 1, 2001 or the soonest date thereafter permitted under applicable law, and be included in the corporate records of the Corporation.

Resolved by the Board, that the Corporation ratifies the redemption all of the issued and outstanding shares of stock in the Corporation held by Ken Jacobs, Lee Haramis or Jason Burnett for a total consideration of \$1.00 per share, effective August 31, 2001.

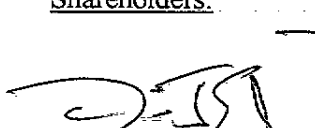
No further action was taken and the joint meeting was adjourned.


Directors:


David J. Edwards


David Cohen

Shareholders:


David J. Edwards


David Cohen