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KRAMER, SEWELL, SOPKO & LEVENSTEIN, P.A.

ATTORNEYS AT LAW

ROBERT S. KRAMER
LAURIE RUSK SEWELL

JAMES SOPKO
Board Certified Tax Lawyer
Board Certified Wills, Trusts
and Estates Lawyer

RICHARD H. LEVENSTEIN

LINDA M. SKIPPER

HAE KYUNG (ELLA) LIM

853 S.E. MONTEREY COMMONS BLVD.

POST OFFICE BOX 2421

STUART, FLORIDA 34995

(561) 288-0048

FAX (561) 288-0049

BOCA RATON: (561) 392-7887

e-mail KRASEWSO@gate.Net

April 11, 2000

VIA UPS NEXT DAY AIR

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32301

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-04/12/00--01046--020
*****35.00 *****35.00

RE: Platz Insurance, Inc.
Our File 3481.02

Gentlemen:

I write on behalf of my clients, Mr. and Mrs. David R. Platz, and their son, Mr. Richard Platz. At the present time, Mr. and Mrs. David R. Platz are the owners of all the issued and outstanding stock of Platz Insurance, Inc., a Florida Corporation. The corporation is selling substantially all of its assets to Richard L. Platz and will be liquidating the corporation. Among the assets Richard L. Platz is purchasing is the right to use the name Platz Insurance, Inc. Accordingly, enclosed is a Consent to Use of Name and an Amendment to the Articles of Incorporation of the existing Platz Insurance, Inc. Also enclosed are two copies of the Articles of Incorporation of the new Platz Insurance, Inc.

Also enclosed is a check in the amount of \$ 35.00 payable to the State of Florida representing the filing fee for the First Amendment. Kindly accept the First Amendment for filing and change the registered name of the corporation as set forth therein. Once there is no longer a corporation in place under the name Platz Insurance, Inc., kindly accept the enclosed Articles of Incorporation for filing, incorporating the new corporation as a Florida Corporation. Enclosed is a check in the amount of \$78.75 payable to the State of Florida representing the filing fee for the Articles of Incorporation.

NIC Amend

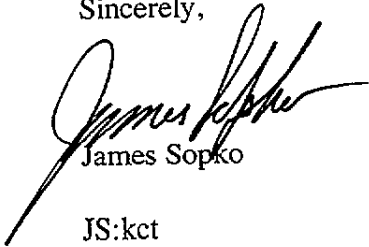
S. Payne
4/14/00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
State of Florida
April 11, 2000
Page 2

Please return a certified copy of the Articles of Incorporation to the undersigned at your convenience. Thank you for your cooperation in this matter. If you have any questions, please feel free to call.

Sincerely,

A handwritten signature in black ink, appearing to read "James Sopko", with a long, sweeping underline that extends to the left.

James Sopko

JS:kct
Enclosures

cc: Mr. and Mrs. David R. Platz
Gene Goldin, CPA

[platz\lr-sec. of st.20000411]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
PLATZ INSURANCE, INC.

The undersigned, as the Secretary of PLATZ INSURANCE, INC., states that the following Articles of Amendment to the Articles of Incorporation were adopted by the Board of Directors and the Shareholders on April 4, 2000.

1. The name of the Corporation is Platz Liquidation, Inc.
2. The Articles of Incorporation are amended so that a new Article I entitled "NAME" is added to read in its entirety as follows:

"The name of this Corporation shall be: Platz Liquidation, Inc.

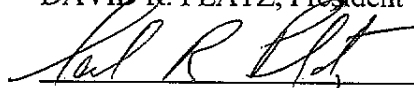
3. This Amendment was adopted by the unanimous vote of all Shareholders and all Directors at a joint special meeting on April 4, 2000.

Dated at Jupiter, Florida, this 7 day of April, 2000.

PLATZ INSURANCE, INC.



DAVID R. PLATZ, President



DAVID R. PLATZ, Secretary