

ST. JOHN & LANDON, P.A.
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS CONSULTANTS

1640 N.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432

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*****35.00 *****35.00

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

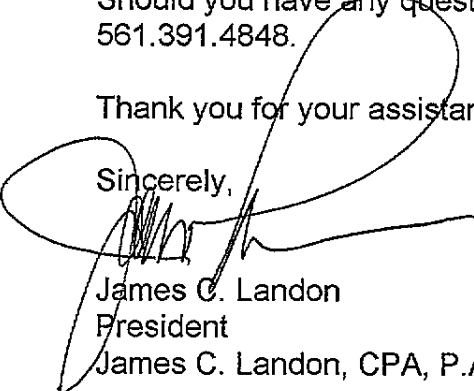
December 10, 1998

Re: Name Change James C. Landon, CPA, P.A.
P94000092844

Attached is my request to change the name of the above referenced corporation.
Should you have any questions concerning this change, please give me a call at
561.391.4848.

Thank you for your assistance in this matter.

Sincerely,


James C. Landon
President
James C. Landon, CPA, P.A.

*spoke to Linnette McCann
12-18-98 about relaying the
word initial - DAS
NC Amend
12-21-98
DAS*

FILED
98 DEC 11 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

JAMES C. LANDON, CPA, P.A.

FILED

98 DEC 11 AM 11:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendment(s) adopted:

- A. ARTICLE 1 - NAME. Article 1 is hereby amended to reflect that the name of this corporation is **St. John & Landon Financial Services Corporation.**
- B. ARTICLE 2 - PRINCIPAL PLACE OF BUSINESS. Article 2 is hereby amended to reflect that the principal place of business of the corporation is 1640 NW Boca Raton Boulevard, Boca Raton, FL 33432.
- C. ARTICLE 3 - MAILING ADDRESS. Article 3 is hereby amended to reflect that the mailing address of the corporation is 1640 NW Boca Raton Boulevard, Boca Raton, FL 33432.
- D. ARTICLE 4 - PURPOSES AND POWERS. Article 4 is hereby amended in its entirety to reflect that this corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including but not limited to accounting, management, financial, operating, and administrative consulting services, insurance services, investment services, loan packaging, business restructuring, systems consulting and any and all business activities related thereto.
- E. ARTICLE 5 - CAPITAL STOCK. Article 5 is hereby amended in its entirety to reflect that the aggregate number of shares which this corporation shall have the authority to issue is One Thousand (1,000) shares of common stock, having a par value of one dollar (\$1.00) per share, which shares of common stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this corporation upon dissolution.

- F. ARTICLE 7 - REGISTERED OFFICE AND AGENT.
Article 7 is hereby amended to reflect that the street address of the registered office of this corporation shall be 1640 NW Boca Raton Boulevard, Boca Raton, FL 33432.
- G. ARTICLE 8 - INCORPORATE. Article 8 is hereby amended to reflect that the address of James C. Landon, the Incorporate, is 1640 NW Boca Raton Boulevard, Boca Raton, FL 33432.
- H. ARTICLE 12 - RESTRAINT ON ALIENATION OF SHARES.
Article 12 is hereby deleted in its entirety.

SECOND: The date of each amendment's adoption is December 10, 1998.

THIRD: The amendments were approved by the shareholders and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment on this 10th day of December, 1998.



JAMES C. LANDON
PRESIDENT

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, the undersigned officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared JAMES C. LANDON,, President of JAMES C. LANDON, CPA, P.A., who is personally known to me and who did not take an oath and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of December, 1998.



NOTARY PUBLIC, State of Florida



LYNETTE ANNE MCCANN
My Commission CC495523
Expires Oct. 03, 1999