P95000006309

ADAMS & ADAMS, P.A.

2701 PONCE DE LEON BOULEVARD
SUITE 302
CORAL GABLES, FLORIDA 33134

JOHN C. ADAMS
LL.M. IN TAXATION

SUSAN STRICKROOT ADAMS
LL.M. IN TAXATION

TELEPHONE: (305) 448-9022
FAX: (305) 448-7893
WEBSITE: WWW.ADAMS-ADAMS.COM

June 29, 2000

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32301

800003311348--3
-07/03/00--01093--003
*****35.00 *****35.00

Re: **Adams & Adams, P.A.**

Dear Sir or Madam:

I have enclosed an original and a copy of the Articles of Incorporation together with a check in the amount of $35.00. If further information is required you may contact me at (305) 448-9022.

Thank you for your attention to this matter.

Very truly yours,

John C. Adams, Esq.

FILED
00 JUL -3 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JCA/erc
Enclosures

NC
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 18, 2000

ADAMS & ADAMS, P.A.
SUITE 302
2701 PONCE DE LEON BOULEVARD
CORAL GABLES, FL 33134

SUBJECT: ADAMS, STRICKROOT & ADAMS, P.A.
Ref. Number: P95000006309

We have received your document for ADAMS, STRICKROOT & ADAMS, P.A. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be adopted in one of the following manners:

(1)**If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**
(a)A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-
(b)If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2)**If an amendment was adopted by the incorporators or board of directors without shareholder action.**
(a)A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 000A00039429

RECEIVED
00 AUG -7 AM 11:56
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ADAMS & ADAMS, P.A.

FILED

00 JUL -3 PM 3:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes, the undersigned, comprising all the Shareholders and Directors of ADAMS & ADAMS, P.A., a Florida corporation ("Corporation"), do hereby consent to and approve the following actions:

1. The Articles of Incorporation, as amended shall be further amended by deleting Article I in its entirety and substituting therefor the following:

"ARTICLE I"

The name of the corporation is:

ADAMS & ADAMS, P.A.

2. The President of the Corporation is hereby authorized and directed to execute the attached Articles of Amendment and to have the same filed with the Florida Department of State.

3. A copy of this Statement of Action shall be given to all the shareholders of the Corporation within ten (10) days of the date hereof.

The Actions described herein are approved and adopted this 20 day of May, 2000.

SHAREHOLDERS:

John Clark Adams

Susan Strickroot Adams

DIRECTORS:

John Clark Adams

Susan Strickroot Adams

**STATEMENT OF ACTION IN LIEU OF
AN ANNUAL MEETING OF
THE SHAREHOLDERS AND DIRECTORS
OF
ADAMS & ADAMS, P.A.**

Pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes, the undersigned, comprising all the Shareholders and Directors of Adams & Adams, P.A., a Florida Corporation ("Corporation"), do hereby consent to and approve the following actions in lieu of an annual meeting:

1. The following are the duly elected officers of ADAMS & ADAMS, P.A. as elected by the shareholders and directors of the corporation:

John Clark Adams	President
Susan Strickroot Adams	Secretary and Treasurer

2. The following are the duly elected directors of ADAMS & ADAMS, P.A. as elected by the shareholders and directors of the corporation:

John Clark Adams
Susan Strickroot Adams

3. A copy of this Statement of Action shall be given to all the shareholders of the Corporation within ten (10) days of the date hereof.

The actions described herein are approved and adopted this 20th day of May, 2000.

SHAREHOLDERS:

John Clark Adams

Susan Strickroot Adams

DIRECTORS:

John Clark Adams

Susan Strickroot Adams

ADAMS & ADAMS, P.A.
STATEMENT REGARDING SHAREHOLDER
ACTION, MAY 20, 2000

A meeting of all the Shareholders was held on May 20, 2000 at which the decision was made to change the name of the Corporation to Adams & Adams, P.A. The action was taken by 100% of those shareholders eligible to vote and the number of votes cast for the amendment was sufficient for approval.

SHAREHOLDERS:

John Clark Adams

Susan Strickroot Adams