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February 16, 1998

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Articles of Amendment for **Lisa Smithson & Company**

Dear Ms. Mortham:

Please find enclosed two originals of the Articles of Amendment for **Lisa Smithson, P.A.**, a Florida corporation. Please also find enclosed a check made payable to the Florida Secretary of State for \$87.50 which represents the filing fee for the Articles of Amendment (\$35.00) and the fee for a certified copy of the Articles of Amendment (\$52.50).

Kindly send me the certified copy of the Articles of Amendment for this corporation after they are filed. Please call me if you have any questions.


Very truly yours,


Ernest L. Mascara

ELM/jsp

Enclosures as noted

APPROVED
AND
FILED
98 FEB 19
TALLAHASSEE, FLORIDA
SECRETARY OF STATE


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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LISA SMITHSON, P.A.**

1. Pursuant to Section 607.1006 of the Florida Statutes, Article I of the Articles of Incorporation of **LISA SMITHSON, P.A.** (the "Corporation") is hereby amended to read in its entirety as follows:

"ARTICLE I - NAME

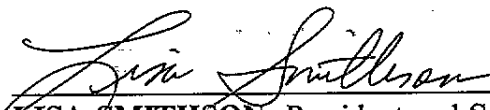
The name of the Corporation shall be "**LISA SMITHSON & COMPANY**"

2. As hereby amended, the Articles of Incorporation of the Corporation are hereby ratified and affirmed.

3. The foregoing Articles of Amendment (the "Amendment") was adopted with the consent of the Board of Directors and Shareholders of the Corporation in accordance with Sections 607.0704 and 607.0821, Florida Statutes, on the 16th day of February, 1998.

4. The only voting group entitled to vote separately on the Amendment is the common shareholders of the Corporation, and the number of votes cast for the Amendment by such common shareholders was sufficient for the approval of the Amendment by that voting group.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment this 16th day of February, 1998.



LISA SMITHSON, President and Sole Director

APPROVED
AND
FILED
FEB 19 1998
CLERK OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Ernest L. Mascara, P.A.
FL Bar No. 0157033
Post Office Box 22095
St. Petersburg, FL 33742
(813) 579-1200

**ACTION BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING
OF THE SHAREHOLDERS AND DIRECTORS OF
LISA SMITHSON, P.A.**

The undersigned, **Lisa Smithson**, being the sole Shareholder and Director of **LISA SMITHSON, P.A.**, a Florida corporation (the "Corporation"), does hereby take and adopt, pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes, the following actions in writing and without a meeting:

RESOLVED, that it is deemed to be in the best interest of the Corporation to change the name of the Corporation to **LISA SMITHSON & COMPANY**;

RESOLVED FURTHER, that Article I of the Articles of Incorporation of the Corporation be amended, such amendment to change Article I to read in its entirety as follows:

"ARTICLE I - NAME

The name of the Corporation shall be **LISA SMITHSON & COMPANY"**

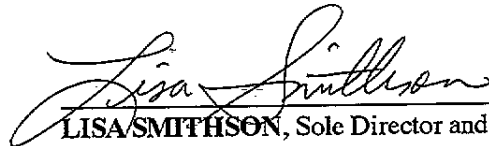
RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to file an amendment to the Articles of Incorporation with the Secretary of State and to take such other action as may be necessary to carry out the intent of the foregoing resolution;

RESOLVED FURTHER, that no notice of the actions by the Corporation's shareholders as contemplated hereby need be given under Section 607.0704, Florida Statutes;

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to secure new stock certificates for the Corporation evidencing the new corporate name of the Corporation and exchange the old certificates previously issued for new certificates; and

RESOLVED FURTHER, that the Secretary of the Corporation be, and he hereby is, authorized and directed to file this written consent, or cause this written consent to be so filed, in the minutes of the proceedings of the Board of Directors of the Corporation.

DATED: This 16th day of February, 1998.



LISA SMITHSON, Sole Director and Shareholder

APPROVED
AND
FILED
FEB 18 AM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA