P95000000046069 CLYATT & RICHARDSON

PROFESSIONAL ASSOCIATION 1551 FORUM PLACE • SUITE 300-F

WEST PALM BEACH, FLORIDA 33401

SHELTON CLYATT, JR. KEVIN F. RICHARDSON TELEPHONE 471-9600 FACSIMILE 471-9655 AREA CODE 561

May 19, 1997

000002189720--2 -05/23/97--01046--014 *****35.00 ******35.00

Division of Corporations P.O. Box 6327 Tallahassee, F1 32314

Re:

Geary & Johnson, P.A.

Ladies/Gentlemen:

I am enclosing herewith an original and a copy of Written Consent of the Directors in Lieu of Special Meeting of Board of Directors of Geary & Johnson, P. A., Articles of Amendment and Certificate of Amendment of By-Laws of Geary & Johnson, P.A. In addition, a check in the sum of \$35.00 is enclosed.

Please file the original documents and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very sincerely,

KEVIN F. RICHARDSON

KFR/jas Enclosures 97 JUN 23 PH 12: 0

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 2, 1997

KEVIN F. RICHARDSON, ESQ. CLYATT & RICHARDSON, P.A. 1551 FORUM PLACE, SUITE 300-F WEST PALM BEACH, FL 33401

SUBJECT: GEARY & JOHNSON, P.A.

Ref. Number: P95000046069

We have received your document for GEARY & JOHNSON, P.A. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

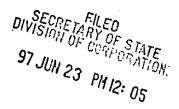
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Letter Number: 197A00029691

Thelma Lewis Corporate Specialist Supervisor

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



GEARY & JOHNSON, P.A.

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I - The name of the corporation is GEARY, JOHNSON & PFEFFER, P.A.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes case for the amendment(s) was/were sufficient for approval.

X The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by MEMBERS AND DIRECTORS OF THE CORPORATION."

Voting group

The amendment(s) was/were adopted by the board of directors without shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action was not required.

Signed this _____ day of April, 1997.

Signature

(By the Chairman or Vice Chairman of the Board of Directors, President or Other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

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