

MARSHA G. MADORSKY

ATTORNEYS AT LAW

P95000058782

January 28, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Amendments

Re: Summit Consulting Group of Miami, Inc.

700002092167--5

-02/19/97-01073--007
*****70.00 *****35.00

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Amendment to Articles of Incorporation for the above, together with our check payable to the Department of State, Division of Corporations in the amount of \$70.00, which includes the fee for change of registered agent.

Please file the enclosed Amendment and return a stamped filed copy of same to the undersigned. I have enclosed a self addressed stamped envelope for your convenience.

Very truly yours,

Marsha G. Madorsky

Enclosure
MGM/nb

\$70.00 - CF

700002092167--5

Amend
-02/19/97-01073--007
*****70.00 *****70.00

V8 FEB 1 8 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SUMMIT CONSULTING GROUP OF MIAMI, INC.

FILED
97 FEB 10 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, being all of the Stockholders of SUMMIT CONSULTING GROUP OF MIAMI, INC., a Florida corporation, do hereby manifest our intention that ARTICLE FOUR and ARTICLE SIX of the Articles of Incorporation of SUMMIT CONSULTING GROUP OF MIAMI, INC. original filed in the office of the Secretary of State of Florida on July ³¹~~27~~, 1995, so that ARTICLE FOUR and ARTICLE SIX of the Articles of Incorporation shall now read and provide as follows:

ARTICLE FOUR

Capital Stock: The Corporation is authorized to issue 5,000 shares at \$.10 par value common stock. All such shares are of one class and shall be designated "common stock".

Except as otherwise provided by law, the entire voting power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares in proportion to their ownership.

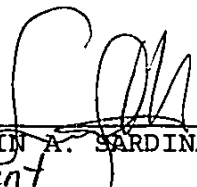
ARTICLE SIX

The street address of the registered office is: 100 S.E. 2nd Street, Suite 4650, Miami, Florida 33131.

The name of the Corporation's registered agent is: Marsha G. Madorsky, 2665 South Bayshore Drive, Suite 603, Miami, Florida 33133.

These Articles of Amendment to Articles of Incorporation of Summit Consulting Group of Miami, Inc. shall be effective as of December 31, 1995.

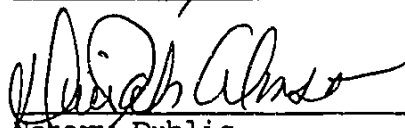
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 24th day of JANUARY, 1997.

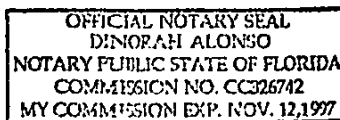

BENJAMIN A. SARDINAS
President

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

Before me personally appeared BENJAMIN A. SARDINAS, the President of SUMMIT CONSULTING GROUP OF MIAMI, INC., to me well known to be the person or who has produced _____ as identification, who executed the foregoing as such President and he acknowledged that he executed the same for purposes therein expressed and statements herein contained are true.

Witness my hand and official seal in the County and State last aforesaid this 24th day of JANUARY, 1997.


Notary Public
State of Florida at Large
Dinorah Alonso
Printed Name of Notary Public



**CERTIFICATION OF DESIGNATION
REGISTERED AGENT**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered registered agent, in the State of Florida

1. The name of the corporation is: **SUMMIT CONSULTING GROUP OF MIAMI, INC.**

2. The name and address of the registered agent is:

MARSHA G. MADORSKY, ESQ.
2665 South Bayshore Drive
Suite 603
Miami, Florida 33133

SUMMIT CONSULTING GROUP OF MIAMI, INC.

By: 
BENJAMIN SARDINAS, President

DATE: January 24, 1997

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


REGISTERED AGENT

DATED: 1-27-97