



John L. Maloney

ATTORNEY AT LAW

November 12, 1997

P95000086716

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

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

Amendment Section

Re: Associated Business Consultants, Inc.
Amended Articles of Incorporation

Dear Sirs:

Enclosed are the amended articles of incorporation for the above referenced corporation. Also enclosed is our check for \$35.00 dollars. If the department requires something further, please contact the undersigned attorney.

Very truly yours,

John L. Maloney

John L. Maloney, Esq.

JLM/caj

Enc. Amended Articles

cc: Client

FILED
98 DEC -4 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000086716
We have same Amended
11/25 12-21-93



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 25, 1998

JOHN MALONEY
3663 CENTRAL AVENUE
ST. PETERSBURG, FL 33713

SUBJECT: ASSOCIATED BUSINESS CONSULTANTS, INC.
Ref. Number: P95000086716

We have received your document for ASSOCIATED BUSINESS CONSULTANTS, INC. 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 word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6916.

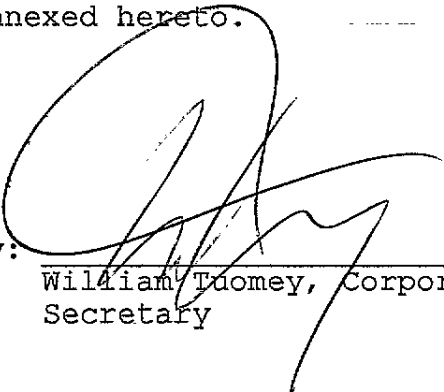
Carol Mustain
Corporate Specialist

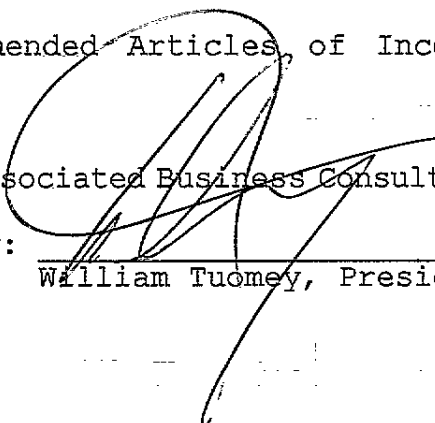
Letter Number: 698A00056482

AMENDED ARTICLES OF INCORPORATION
FOR ASSOCIATED BUSINESS CONSULTANTS, INC.

By action of all the shareholders entitled to vote thereon at a specially called meeting of the shareholders held August 25, 1998 at the corporate offices of Associated Business Consultants, Inc., (the "Corporation") it was resolved and approved as of August 25, 1998 by a majority of the shareholders entitled to vote thereon to amend the Articles of Incorporation of the Corporation in toto. There is only one classification of stock for the Corporation and a sufficient number of votes for the amendment to the Articles of Incorporation were made by the shareholders.

The amendment to the Articles of Incorporation cancels the Articles of Incorporation initially filed with the State of Florida and replaces them with the Amended Articles of Incorporation annexed hereto.

By: 
William Tuomey, Corporate
Secretary


Associated Business Consultants, Inc.
By: _____
William Tuomey, President

FILED
98 DEC -4 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION
OF
ASSOCIATED BUSINESS CONSULTANTS, INC.

ARTICLE I

NAME

The name of the Corporation is ASSOCIATED BUSINESS CONSULTANTS, INC. whose business address shall be 26133 U.S. Highway North, Suite 200, Clearwater, Florida 33763.

ARTICLE II

DURATION

This Corporation shall exist perpetually, commencing on the date of acceptance and filing of the original Articles of Incorporation by the Department of State of Florida.

ARTICLE III

PURPOSES

This Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock. All shares of the Corporation earlier issued and outstanding or redeemed shall continue to be effective without change.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation is 3663 Central Avenue, St. Petersburg, Florida, 33713. The name of the registered agent of this Corporation at that address is John L. Maloney.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have two (2) Directors. The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than two (2) nor more than five (5). The names and addresses of the Directors of this Corporation are:

William Tuomey	26133 U.S. Highway 19 North, Suite 200, Clearwater, Florida 33763
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James Lang	26133 U.S. Highway 19 North, Suite 200, Clearwater, Florida 33763
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ARTICLE VII

RIGHTS OF NAMED DIRECTORS

Each of the Directors named above shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the Directors named in these Amended Articles of

Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the named Directors who is a Shareholder of the Corporation at the time of the Amendment. Each named Director reserves the right to waive acting as a Director for the Corporation, and once waived, this Article shall no longer be effective as to that Director.

ARTICLE VIII

SALE OF CORPORATE ASSETS

The Corporation may not sell, assign, convey or otherwise dispose of a substantial portion of its assets out of the ordinary course of its business unless approval is first given by the Shareholders by a vote of at least two-thirds of the shares entitled to vote thereon approving such sell, assignment, conveyance or other disposition. Any dissenting Shareholder shall have the right to sell his or her shares to the Corporation at the value established by the Bylaws of the Corporation, or, if not therein established, then by the average price of two appraisals given by reputable business appraisers familiar with the business undertaken by the Corporation. If the Corporation does not pay the full price for each dissenting Shareholder's shares of stock in the Corporation prior to disposing a substantial portion of its assets out of the ordinary course of business, then the sale, assignment, conveyance or other disposition may not occur.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE X
INCORPORATOR(S)

The incorporators of the Corporation and their addresses shall remain as named in the original Articles of Incorporation.

ARTICLE XI
COMPENSATION FOR OFFICERS

Until rescinded by vote of a majority of the Shareholders, the Board of Directors of the Corporation shall be entitled to fix officers' salaries and other compensation whether or not any one or more officer also serves as Director of the Corporation.

ARTICLE XII
SHAREHOLDER RESCISSION NOTICE

The Corporation shall not sell shares of stock in the Corporation to five or more persons without giving the fifth and each successive purchaser a notice of their right to rescind the purchase within three days after the first tender of consideration for the purchased shares pursuant to Florida Statute §517.061 (11) (a) (5).

ARTICLE XIII

SHAREHOLDER ACTION

The holders of not less than two-thirds of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws. The Bylaws to the Corporation may provide that at least two-thirds vote of the Shareholders is required for any specific action.

ARTICLE XIV

PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring

on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE XV

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XVI

CUMULATIVE VOTING

At each election for Directors every Shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates. The provisions of this Article are subject to compliance with the provisions of Article VII.

ARTICLE XVII

AMENDMENT BY BOARD OF DIRECTORS

The Board of Directors shall have no authority to alter or amend the Articles of Incorporation unless consent is first given by the Shareholders voting at least two-thirds of the shares entitled to vote thereon approving the amendment.

ARTICLE XIII

AMENDMENT BY SHAREHOLDERS

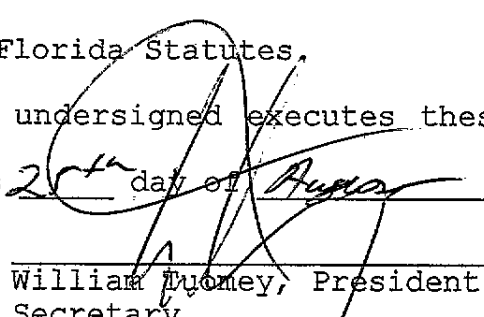
The Shareholder(s) reserve(s) the right to amend or repeal any provision(s) contained in these Amended Articles of Incorporation, or any further amendment hereto, by vote of at least two-thirds of the shares entitled to vote thereon approving the amendment, and any right conferred by law to the Shareholders is subject to this provision.

ARTICLE XIX

ANNUAL EVALUATION OF STOCK

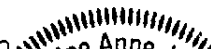
On or before April 1 of each year, the Corporation, if conducting business in Florida, shall give its Florida stockholders of record as of the preceding December 31 a written notice reflecting the just value of each class of its stock subject to an annual tax under Chapter 199 Florida Statutes.

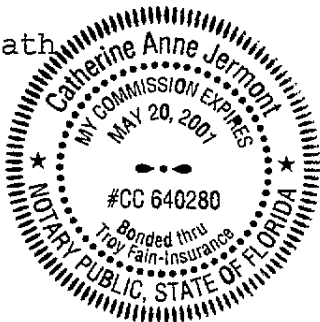
IN WITNESS WHEREOF, the undersigned executes these Amended Articles of Incorporation this 20th day of August, 1988.



William Tuomey, President and
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Amended Articles of Incorporation were acknowledged before me this 15th day of AUGUST, 1998, by William Tuomey, who is personally known to me ~~or who has produced~~ _____ as identification and who did/did not take an oath. 



Catherine Anne Jermont
Printed Name: CATHERINE ANNE JERMONT
Notary Public
Serial Number, if any: #CC 640280

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ASSOCIATED BUSINESS CONSULTANTS, INC. which is contained in the foregoing Amended Articles of Incorporation. I am familiar with, and accept the obligations of that position.

Dated this 25th day of August, 1998.

John L. Malarkey
REGISTERED AGENT