

P960000002891

(Requestor's Name)

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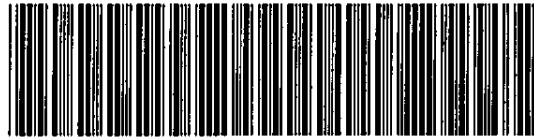
(Business Entity Name)

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Amend

02/06/07--01026--015 **43.75

FILED
2007 FEB -6 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
2/7/07

JOHN H. EVANS, P.A.
ATTORNEY AT LAW

1702 SOUTH WASHINGTON AVENUE
TITUSVILLE, FLORIDA 32780

TEL: 321/267-5504
FAX: 321/267-0418
johnhevanspa@yahoo.com

February 5, 2007

VIA OVERNIGHT DELIVERY

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

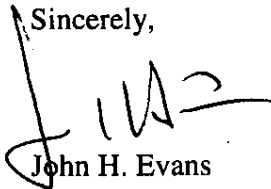
Re: Bray, Beck & Koetter, CPA, P.A.
Our File No.: JHE 9278

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the following documents regarding the above referenced corporation:

1. Cover Letter
2. Articles of Amendment to Articles of Incorporation of Bray, Beck & Koetter, CPA, P.A.

I have also enclosed my Trust Account Check in the amount of \$43.75 representing the filing fee and certified copy. Please return the certified copy to me at your earliest convenience. If there are any questions or comments, please contact me.

Sincerely,

John H. Evans

JHE/jhs
Enclosures

cc: Terri Burdine via fax: 264-0925 (w/enclosure)
James H. Snelson via fax: 612-492-7077 (w/enclosure)

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BRAY, BECK & KOETTER, CPA, P.A.

DOCUMENT NUMBER: P96000002891

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John H. Evans, Esquire
(Name of Contact Person)

John H. Evans, P.A.
(Firm/ Company)

1702 S. Washington Avenue
(Address)

Titusville, FL 32780
(City/ State and Zip Code)

For further information concerning this matter, please call:

John H. Evans at (321) 267-0680
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Articles of Amendment
to
Articles of Incorporation
of**

BRAY, BECK & KOETTER, CPA, P.A.

(Name of corporation as currently filed with the Florida Dept. of State)

P96000002891

(Document number of corporation (if known))

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2001 FEB - 6 PM 4:36
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered," "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article VIII is hereby amended in its entirety to read as follows:

(See additional page)

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

Article VIII

Corporate Powers

The Corporation is party to an Asset Purchase Agreement by and among the Corporation, McGladrey & Pullen, LLP ("M&P") and RSM McGladrey, Inc. dated February 1, 2007 (the "APA"). Notwithstanding the provisions of Article IV of the Articles of Incorporation, the Corporation shall conduct no operations after the date of the APA, except for operations necessary for the purposes of (1) collecting payments pursuant to the APA, (2) billing work-in-process and collecting accounts receivable subject to Section 3.3(b) of the APA, (3) paying expenses and satisfying liabilities and obligations of the Corporation (including those associated with the indemnification obligations under the APA), (4) defending malpractice claims, (5) distributing amounts as permitted under the APA, (6) signing off on report reissuances and consents as required pursuant to the APA, (7) completing engagements pending as of the date of the APA (including action necessary to maintain the Corporation's accounting firm license with the State of Florida and any other State in which such a license is required and its current name for such purposes); subject to the right of M&P under the APA to undertake one or more of such engagements, and (8) satisfying the Corporation's obligations under the APA. The Corporation shall not further amend its organization documents with respect to the matters described above without the prior written consent of M&P.

The date of each amendment(s) adoption: February 1, 2007

Effective date if applicable: February 1, 2007
(no more than 90 days after amendment file date)

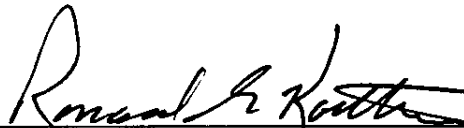
Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was were sufficient for approval.
- ☐ 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
_____"
(voting group)

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

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Ronald E. Koetter

(Typed or printed name of person signing)

Director

(Title of person signing)

FILING FEE: \$35