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Division of Corporations
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To:

TRACY SMITH

Division of Corporations

Fax Number : (850) 205-0380

From:

CARL MATTHEWS

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

DIX . LATHROP AND ASSOCIATES, INC.

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SECRETARY OF STATE
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December 21, 2006

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Dix • Lathrop and Associates, Inc.

Dear Madam:

Enclosed are the following:

1. Articles of Amendment to the Articles of Incorporation of Dix • Lathrop and Associates, Inc., changing its name to Dix • Lathrop and Associates Holding, Inc., effective as of the close of business on December 31, 2006. **Please file this document first.**
2. Articles of Incorporation of Dix • Lathrop and Associates, Inc., effective as of January 1, 2007. **Please file this document second.**

If you have any questions concerning this matter, please contact me at your earliest convenience.

Sincerely,

A handwritten signature in black ink, appearing to read 'Steve Looney', written over a large, stylized circular flourish.

Stephen R. Looney

SRL/lls
Enclosures
cc: Jeffrey C. Dix

(00321966)

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**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
DIX, LATHROP AND ASSOCIATES, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is **Dix, Lathrop and Associates, Inc.** (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution amending Article I of the Articles of Incorporation by written consent dated December 21, 2006, executed in accordance with the provisions of Section 607.0821 of the Florida Statutes, all of the shareholders of the Corporation approved a resolution amending Article I of the Articles of Incorporation by written consent dated December 21, 2006, executed in accordance with the provisions of Section 607.0704 of the Florida Statutes, and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval. The following is a true and correct copy of the resolution amending Article I of the Articles of Incorporation:

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

"ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be **Dix, Lathrop and Associates Holding, Inc.**"

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Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the close of business on December 31, 2006.

Dated this 21 day of December, 2006.

DIX · LATHROP AND ASSOCIATES, INC.

By: _____

Jeffrey C. Dix, President

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