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FILED
97 JAN 23 AM 9:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

January 18, 1997

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

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-01/23/97--01085--015
*****35.00 *****35.00

Dear Sir:

Enclosed are Articles of Amendment to the Articles of Incorporation of Naftolin, Woods & Associates, Inc. which change the name of the company to Woods & Associates, Incorporated. Also enclosed is a check for \$35.00, representing the filing fee due.

Please send confirmation of the Amendment to the address below. If you need additional information in order to process this request, please contact us at (954) 970-8403.

Sincerely,


David B. Woods

N/C

VS JAN 29 1997

Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

NAFTOLIN, WOODS & ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Naftolin, Woods & Associates, Inc., a corporation organized and existing under and by virtue of the laws of the state of Florida (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, on January 1, 1997, in lieu of a meeting, consented to the adoption of the following resolution to amend the Articles of Incorporation of Naftolin, Woods & Associates, Inc.:

NOW THEREFORE, BE IT RESOLVED, that the proposed amendment to the Articles of Incorporation of the Corporation to change the name of the Corporation is hereby declared advisable,

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

The name of the corporation is **Woods & Associates, Incorporated**

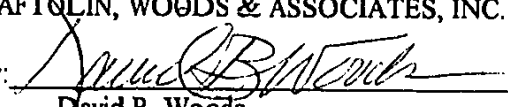
SECOND: That the sole stockholder of the Corporation consents to the amendment in accordance with the provision of the Florida law.

THIRD: That this Articles of Amendment to Articles of Incorporation be effective as of 12:01 a.m. E. S. T. on January 1, 1997.

IN WITNESS WHEREOF, Naftolin, Woods & Associates, Inc. has caused these Articles of Amendment to be signed by David B. Woods, President and Chief Executive Officer, this 18 day of January, 1997.

NAFTOLIN, WOODS & ASSOCIATES, INC.

by:


David B. Woods

President and Chief Executive Officer