Healthcare Management Consultants

102 N.E. Second Street — Suite 304 Boca Raton, Florida 33432

> Telephone 561/393-6026 Fax 561/393-6042

August 18, 1998

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

Re: Corporate Name Change to MacFarlane & Associates, Inc.

Dear Ms. Gibson:

This letter is in response to the phone conversations we have had regarding the opportunity to change our name from W. A. MacFarlane & Associates, Inc. to <u>MacFarlane</u> & Associates, Inc.. The document number of our corporation is P96000045262.

You explained that the current holder of the name MacFarlane & Associates, Inc. has not filed with the State of Florida and, therefore, it has been administratively resolved by the State to dissolve the corporation. We understand that they have a one year waiting period that will expire September 26, 1998 and that there is no guarantee that they will not exercise their right to retain the name prior to the one year grace period elapsing. However, we are submitting our name change application with the \$35.00 fee so that we would automatically get the name assigned to us as soon as it is released—eliminating the chance of someone else slipping in.

Enclosed you will find the Articles of Amendment along with a check for \$43.75 which would cover both the \$35.00 filing fee along with \$8.75 for a certificate of status. We thank you for your assistance to date and appreciate your offer to notify us immediately upon the conclusion of the waiting period. In the meantime, if there is any other information you need, please call.

Sincerely,

Shaw & Mac Jalane

Sharon S. MacFarlane Secretary/Treasurer

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

W. A. MacFarlane & Associates, Inc. (present name)

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:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I

Name of Corporation shall be changed to MacFarlane & Associates, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	Th	August 18, 1998 ne date of each amendment's adoption:
		Adoption of Amendment(s) (CHECK ONE)
į	×	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
f		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
Į		The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
Į		The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Sig	gned this day of August, 1998
Signatur	·e	Willy A Marfal
		(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
OR		
(By a director if adopted by the directors) OR		(By a director if adopted by the directors)
William A. MacFarlane		
Typed or printed name		
		President / Director

Title