

P96000050822

ROLANDO E. LEIVA, C.P.A., P.A.  
LAKE SIDE COMMONS OFFICE PARK  
7400 S.W. 50th TERRACE, SUITE 302  
MIAMI, FLORIDA 33155  
TELEPHONE # (305) 663-1511 FAX # (305) 663-3350

December 5, 1997

TO: DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

300002372308-2  
-12/15/97-01093-008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FROM: ROLANDO E. LEIVA, C.P.A.  
REF: MERRITT ENGINEERS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 15 AM 8:28

Please amend the articles of the above named corporation.

Respectfully submitted,

CPA

Rolando E. Leiva, C.P.A.

Amend + N.C.  
12-19-97  
CC

\*ROLANDO E. LEIVA, C.P.A., P.A.\*7400 SW 50 TERR., #302\*MIAMI, FL\*

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**MERRITT ENGINEERS AND ASSOCIATES, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

The Certificate of incorporation of MERRITT ENGINEERS AND ASSOCIATES, INC. assigned document number P96000050822, heretofore approved and filed in the office of the Secretary of State of Florida, on June 13, 1996 is hereby amended in the following particular:

**ARTICLE #    NAME**

The board unanimously approved to change the name of the corporation from:

MERRITT ENGINEERS AND ASSOCIATES, INC.

TO:

PEGASUS CONSULTING GROUP, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 15 AM 8:28

**ARTICLE #    DIRECTORS**

The board unanimously approved to add a new director as follows:

Name: Elena M. Naranjo  
7725 S.W. 86 Street, # A1-117  
Miami, Fl. 33143

Title: Secretary

CERTIFICATE OF APPROVAL OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
MERRITT ENGINEERS AND ASSOCIATES, INC.

We, the undersigned, being the President and Secretary of MERRITT ENGINEERS AND ASSOCIATES, INC., hereby certify that the Board of Directors of the corporation AND SHAREHOLDERS did unanimously approve and recommend, on the 5<sup>TH</sup> day of December 1997, at a meeting duly called for the purpose, that the Articles of Incorporation of Merritt Engineers and Associates, Inc., heretofore filed and approved in the office of the Secretary of State, State of Florida, on the 13th day of June 1996 be amended in the manner set forth in the attached page and did propose said amendment to the stockholders of the corporation who unanimously approved the amendments.

**WE DO FURTHER CERTIFY** that at a meeting duly called for that purpose, a majority of stockholders of the corporation did approve the foregoing amendment on the 5<sup>th</sup> day of December, 1997.

IN WITNESS WHEREOF, the President/Secretary of the corporation has hereunto affixed his signature, and also affixed the corporate seal this 5th day of December, 1997.

**ATTEST:**

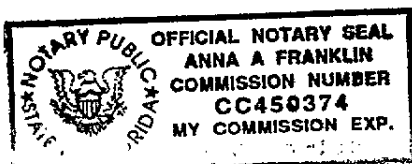
Lisa Merritt      Lisa Merritt  
President      Secretary  
Lisa Merritt      Lisa Merritt


STATE OF FLORIDA  
COUNTY OF DADE

I DO HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County above named the take oaths and acknowledgements, personally appeared Lisa Merritt, President and Secretary of Merritt Engineers and Associates, Inc. to me well known to be the individual described in and who executed the foregoing Amendment to Certificate of Incorporation and they acknowledged before me that the matters and things contained therein are true, and they did execute the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above, this the 5TH day of December, 1997.

MY COMMISSION EXPIRES:



  
 NOTARY PUBLIC  
 Notarial seal  
 page 2 of 3

00112100