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Perry D. Monioudis, P.A.

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Perry D. Monioudis, Esq.
COHN & MONIOUDIS, P.A.
315 S.E. 7th Street
Second Floor
Ft. Lauderdale, FL 33301

DB, P.A.

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| <input type="checkbox"/> | Profit |
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| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

PERRY D. MONIOUDIS, P.A.

THE FOLLOWING shall constitute the Articles of Amendment to the Articles of Incorporation of PERRY D. MONIOUDIS, P.A., a Florida corporation, pursuant to F.S. 607.1006 (1997):

ONE: The name of the corporation is hereby amended to now be called COHN & MONIOUDIS, P.A.

TWO: The principal office and mailing address of the corporation is:

315 S.E. 7th Street, Second Floor
Ft. Lauderdale, FL 33301

THREE: The street address of the registered agent office for the corporation is hereby changed to the following:

315 S.E. 7th Street, Second Floor
Ft. Lauderdale, Florida 33301

The name of the registered agent at such office is PERRY D. MONIOUDIS.

FOUR: The number of directors constituting the Board of Directors shall be two. The number of members on the Board of Directors may be expanded in the future. The name and address of each person who is to serve as a member of the Board of Directors is:

PERRY D. MONIOUDIS - President
315 S.E. 7th Street - Second Floor
Ft. Lauderdale, Florida 33301

SCOTT E. COHN - Vice-President
315 S.E. 7th Street - Second Floor
Ft. Lauderdale, Florida 33301

FIVE: The date of each Amendment's adoption was on

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December 14, 1998. The date when these Amendments take effect shall be upon the filing of these Articles of Amendment by the Department of State, State of Florida.

FIVE: This Amendment was adopted by the incorporator of the corporation in addition to the Board of Directors and shareholders of the corporation. The number of votes cast for these amendments by the shareholders was sufficient for approval. There was only one voting group entitled to vote on these amendments.

SIX: In all other respects, the Articles of Incorporation for this corporation shall remain intact.

IN WITNESS WHEREOF, we, the undersigned, constituting all of the shareholders, officers and directors of the corporation, have hereunto set our hands and seals this 14th day of December, 1998, and hereby make and file, in the office of the Secretary of State of the State of Florida, these ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF PERRY D. MONIOUDIS, P.A., and certify that the facts herein stated are true.

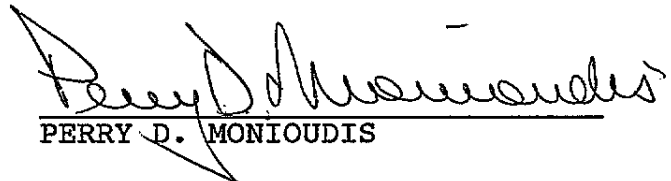

PERRY D. MONIOUDIS / PRES


SCOTT E. COHN / VICE-PRESIDENT

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

HAVING BEEN named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 14th day of December, 1998.


PERRY D. MONIOUDIS