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**DAVID C. LANIGAN, J.D., LL.M.**

**Attorney & Counselor at Law**

One Tampa City Center ♦ Suite 2350  
201 North Franklin Street  
Tampa, Florida 33602  
(813) 229-6008

dlanigan@sprintmail.com

February 4, 1998

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

700002423287-1  
-02/06/98-01020-005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Name Change  
Articles of Amendment of Articles of Incorporation of Allnet Associates, Inc.

Dear Sir or Madam:

Enclosed for filing are the following documents:

1. The original and one copy of the Articles of Amendment of Articles of Incorporation of Allnet Associates, Inc., changing the name to "Michael Crabtree & Company, CPA's"; and
2. The original and one copy of the Statement of Change of Registered Agent and Registered Office for Michael Crabtree & Company, CPA's;

Also enclosed are checks number 3026 in the amount of \$35.00 and 3027 in the amount of \$35.00 to cover the cost of filing these documents.

Please return the file stamped copy to me via regular mail. Thank you for your assistance. Please do not hesitate to call me if you have any questions or comments.

Sincerely,

*David Lanigan*  
David C. Lanigan, J.D., LL.M.  
Amend + N.C.  
02-09-98  
CC

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# ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF ALLNET ASSOCIATES, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation, Allnet Associates, Inc., a Florida corporation (the "**Corporation**"), hereby adopts the following Articles of Amendment (this "**Amendment**").

1. **CORPORATE NAME.** The current name of the Corporation has been and is "Allnet Associates, Inc."

2. **AMENDMENTS ADOPTED.** This Amendment provides for the Corporation's change of name.

3. **TEXT OF AMENDMENT.**

(a) Article I of the Articles of Incorporation, entitled "Name", is hereby deleted in its entirety and the following Article I shall be substituted in for Article I:

## ARTICLE I - NAME

The name of the Corporation is "**Michael Crabtree & Company, CPA's**".

(b) The following shall be added to the Articles of Incorporation as Article IX:

## ARTICLE IX - SHAREHOLDERS

A. At least two-thirds ( $\frac{2}{3}$ ) of the Corporation's Common Stock shall be issued to and must be owned legally or beneficially by one or more individuals who are duly licensed as certified public accountants in the State of Florida or in some other state of the United States and who are principally engaged in the business of the Corporation. No shareholder of the Corporation may sell or transfer his or her shares of Common Stock to anyone under circumstances that would cause the Corporation to fail to meet these criteria.

B. At least one shareholder of the Corporation must be a certified public accountant and hold an active license in Florida.

C. Each shareholder who is a noncertified public accountant must be engaged in the business of the Corporation as his or her principal occupation.

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(c) The following shall be added to the Articles of Incorporation as Article X:

### **ARTICLE X - PRINCIPAL OFFICER**

The principal officer of the Corporation shall be a a certified public accountant in Florida or some other state.

(d) The following shall be added to the Articles of Incorporation as Article XI:

### **ARTICLE XI - BOARD OF ACCOUNTANCY REQUIREMENTS**

A. The Corporation shall be in compliance at all times with rules adopted by the Board of Accountancy within the Division of Certified Public Accounting of the Florida Department of Business and Professional Regulation pertaining to minimum capitalization and adequate public liability insurance.

B. The Corporation shall obtain and maintain licensure as required by Section 473.3101 of the Florida Statutes, as amended.

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4 **AUTHORIZATION OF AMENDMENTS.** These Amendments were adopted on December 31, 1997, by the shareholders of the Corporation by a written consent in lieu of special meeting pursuant to Section 607.0704 of the Florida Business Corporation Act. The number of votes cast for the amendment by the shareholders was sufficient for approval.

5. **EFFECTIVE DATE.** The effective time and date of this Amendment shall be January 1, 1998.

**IN WITNESS WHEREOF**, the undersigned officer of the Corporation has executed this Amendment to be effective and binding upon the Corporation.

Dated: December 31, 1997



Name: MICHAEL CRABTREE

Title: PRESIDENT