

P 96000085048

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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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May 15, 2001

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1408 NORTH WESTSHORE BLVD.
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TAMPA, FLORIDA 33607
TEL: 813/288-1600
FAX: 813/288-1626

Please Reply To:

Tampa

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

Re: Articles of Amendment to
Sandra L. Peacock, P.A.
P96000085048

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-05/18/01--01113--001
*****43.75 *****43.75

Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation for the above-referenced corporation.

Also enclosed is our check in the amount of \$43.75 to cover your fee (\$35.00) for filing and a certificate of status (\$8.75).

Should you require anything further, please do not hesitate to contact me.

Very truly yours,
SANDRA L. PEACOCK, P.A.

By: Sandra L. Peacock, Esquire

skb/1
Enclosure

NC Amend
5-24-01
ms

FILED
01 MAY 18 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SANDRA L. PEACOCK, P.A.

FILED
01 MAY 18 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit professional corporation, SANDRA L. PEACOCK, P.A., a Florida professional corporation (the "Corporation"), amends the Corporations' Articles of Incorporation as follows:

ARTICLE 1

The name of this Corporation is changed to

PEACOCK & WIENER, P.A.

Article III of the Articles of Incorporation of the Corporation is amended to read as follows:

ARTICLE 3
Shares

This corporation is authorized to issue 1,000,000 shares of voting common stock, par value \$.01 per share, and 1,000,000 shares of nonvoting common stock, par value \$.01 per share. The common shares, voting and nonvoting, are identical in every respect except only the holders of the voting common shares shall be entitled to vote on matters on which the shareholders have the right to vote.

1. The foregoing amendment was adopted by the unanimous written consent of the Corporation's board of directors and shareholders on January 31, 2001, which consent is sufficient for approval. No shareholder group is entitled to vote separately on the amendment.

2. The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to Section 607.1006, Florida Statutes.

ARTICLE 5

The principal office of this corporation is: 1408 N. Westshore Boulevard, Suite 800, Tampa, Florida 33607. The mailing address of this corporation is: P.O. Box 21483, Tampa, Florida 33622-1483.

ARTICLE 6

The street address of the registered office of this corporation is: 1408 N. Westshore Boulevard, Suite 800, Tampa, Florida 33607; and the name of the registered agent of this corporation is Sandra L. Peacock.

ARTICLE 12

BOARD OF DIRECTORS AND OFFICERS

The Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the stock holders, but in no case shall the number of directors be less than one or more than seven. The names and addresses of the directors are:

Sandra L. Peacock
1408 N. Westshore Boulevard
Suite 800
Tampa, FL 33607

Michael J. Wiener
1408 N. Westshore Boulevard
Suite 800
Tampa, FL 33607

The names and addresses of the officers of the corporation are:

President:

Sandra L. Peacock
1408 N. Westshore Boulevard
Suite 800
Tampa, FL 33607

Vice President:

Michael J. Wiener
1408 N. Westshore Boulevard
Suite 800
Tampa, FL 33607

IN WITNESS WHEREOF, the undersigned President and Vice President of the Corporation have executed these Articles of Amendment on the 15 day of May, 2001.


SANDRA L. PEACOCK, President

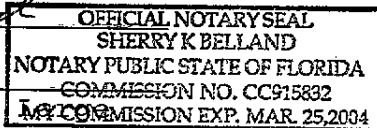
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15 day of May, 2001, by Sandra L. Peacock.


NOTARY PUBLIC

Name:

State of Florida At



Commission Expires: _____

Serial Number: _____

Personally Known ☒ OR Produced Identification - Type of
Identification Produced _____

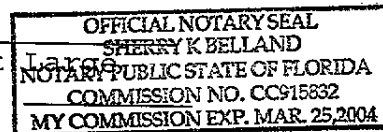
Michael J. Wiener
MICHAEL J. WIENER, Vice President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15
day of May, 2001, by Michael J. Wiener.

Sherry K. Belland
NOTARY PUBLIC

Name: _____
State of Florida At Large
Commission Expires: _____



Serial Number: _____

Personally Known ☒ OR Produced Identification - Type of
Identification Produced _____

UNANIMOUS WRITTEN CONSENT
OF
BOARD OF DIRECTORS AND STOCKHOLDERS
OF
PEACOCK & WIENER, P.A.

The undersigned, being all the members of the Board of Directors and the persons holding shares of stock of PEACOCK & WIENER, P.A., a Florida professional corporation (the "Corporation"), hereby take the following written actions in lieu of holding a meeting pursuant to the Florida Business Corporation Act:

1. Stock Dividend. The Corporation shall amend Article 3 of its Articles of Incorporation to authorize the Corporation to issue two classes of stock, 1,000,000 shares of voting common stock, par value \$.01 per share, and 1,000,000 shares of nonvoting common stock, par value \$.01 per share, and issue a share dividend of one nonvoting common share for each voting common share outstanding to holders of record as of the date of this Unanimous Written Consent. The President and Vice President are authorized and directed to execute and file Articles of Amendment to its Articles of Incorporation to effectuate the foregoing.

2. Further Action. The proper officers of the Corporation are authorized, empowered, and directed, in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents, and instruments as any of them may deem necessary or appropriate to implement the provisions of this unanimous written consent, the authority for the taking of such action and the execution and delivery of such agreements, documents, and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned have duly executed this Unanimous Written Consent as of the 15 day of May, 2001.


SANDRA L. PEACOCK, Director and Shareholder


MICHAEL J. WIENER, Director and Shareholder