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PETERSON & PETERSON

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July 15, 1997

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FLORIDA DEPARTMENT OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: TOMASSO & COP, INC.
ARTICLES OF AMENDMENT
CHANGE IN REGISTERED AGENT

600002243816--6
-07/22/97--01069--024
***35.00 ***35.00

Dear Sir or Madam:

Please find enclosed herein for filing Articles of Amendment on the above-referenced Corporation including a change in registered Agent.

My client's fee of \$35.00 is enclosed.

VERY TRULY YOURS,
PETERSON & PETERSON

Joyce Courtney Peterson
JOYCE COURTNEY-PETERSON

JCP/nh
Enc. as indicated.
cc: VIC TOMASSO

FILED
97 JUL 22 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JCP/nh

Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TOMASSO & COP, INC.

97 FILED
JUL 22 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 III

There have been no shares of stock issued and this fact is verified herein.

ARTICLE IV

The registered agent shall be amended to be RICHARD J. COP and the registered office of the corporation shall be: 2263 West New Haven Avenue, Suite 379, West Melbourne, FL 32904, effective immediately.

ARTICLE VIII

There shall be one (1) Director. The name and street address of the Director on the Board of Directors is RICHARD J. COP at 2263 West New Haven Avenue, Suite 379, West Melbourne, FL 32904, effective immediately.

ARTICLE IV

The officers of the corporation shall be RICHARD J. COP, President, Vice President, Secretary and Treasurer, who shall immediately hold office as such until a successor is elected or appointed, effective immediately. The address of RICHARD J. COP is 2263 West New Haven Avenue, Suite 379, West Melbourne, FL 32904.

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:

There have been no shares issued and all subsequent issuance of shares will be issued by the Board.

THIRD: The date of each amendment's adoption: July 14, 1997.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- [] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- [] 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 _____."
voting group

- [X] The amendment(s) was/were adopted by the Board of Directors without shareholder action and shareholder action was not required.
- [] The amendment(s) was/were adopted by the incorporation without shareholder action and shareholder action was not required.

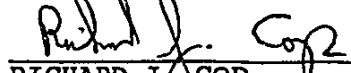
Signature


VICTOR PAUL TOMASSO

Date

7/14/97

Signature


RICHARD J. COP

Date

7/14/97

DIRECTOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:


REGISTERED AGENT
RICHARD J. COP

DATE:

7/14/97