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GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 1200

201 EAST PINE STREET

POST OFFICE BOX 3068

ORLANDO, FL 32802-3068

TELEPHONE (407) 843-8880

FAX (407) 244-5690

WRITER'S DIRECT DIAL

R. LEE BENNETT
TRACY A. BORGERT
JOHN A. KIRST, JR.
WILBUR E. BREWTON
KENNETH J. PLANTE
MICHAEL E. WRIGHT
WILLIAM A. GRIMM

KENT L. HIPPE
ROBERT L. BEALS
DONALD H. GIBSON
KIMBERLY NOWORYTA SUNNER
CHRISTOPHER J. COLEMAN
PEGGY R. HOYT
BRUCE M. HARRIS
R. DEAN CANNON, JR.
FRANK A. HAMNER
RICHARD A. RODGERS
ALISON M. YURKO
KELLY M. FITZGERALD
KELLY BREWTON PLANTE
LEE M. KILLINGER
J. SCOTT SIMS
CATHERINE M. PECK

OF COUNSEL

MALCOLM R. KIRSCHENBAUM
SYDNEY L. JACKOWITZ
THEODORE L. SHINKLE
LILA INGATE McHENRY

J. P. FLYNN
GORDON H. HARRIS
RICHARD M. ROBINSON
PHILLIP R. FINCH
PAMELA O. PRICE
JAMES F. PAGE, JR.
WILLIAM A. BOYLES
THOMAS A. CLOUD
BYRD F. MARSHALL, JR.
J. MASON WILLIAMS, III
LEO P. ROCK, JR.
G. ROBERTSON DILG
CHARLES W. SELL
JACK A. KIRSCHENBAUM
RICHARD E. BURKE
GUY S. HAGGARD
FREDERICK W. LEONHARDT
BORRON J. OWEN, JR.
MICHAEL K. WILSON
JEFFREY D. KEINER
PAUL S. QUINN, JR.
DAVID L. SCHICK
JACK K. McMULLEN
SUSAN T. SPRADLEY
MICHAEL E. NEUKAMM
DONALD A. NOHR
PHILIP F. NOHR
WILLIAM G. BOLTIN, III

April 8, 1997

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

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-04/10/97--01003--018
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed for filing are the Articles of Amendment to Articles of Incorporation for PBC/PCA, Inc., along with a check for \$35.00 to cover the filing fee. Please confirm your receipt of the enclosed Amendment by stamping the enclosed copy of this letter and returning it to me in the envelope provided. Please call me if there is any problem with this filing.

RECEIVED
97 APR -9
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

Very truly yours,

Elaine Trench

Elaine Trench
Legal Assistant

/et
Enclosures

NC
THC
4-11

Call When
Ready

97 APR -9 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PBC/PCA, INC.

FILED
97 APR -9 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Philip B. Crosby, President of PBC/PCA, Inc., a Florida corporation (the "Corporation") hereby executes the following Amendment to Articles of Incorporation of the Corporation:

ARTICLE I: Name. The name of the Corporation is PBC/PCA, Inc.

ARTICLE II: Amendment. The Articles of Incorporation of the Corporation are hereby amended as follows:

Article I Name is deleted in its entirety and replaced by the following:

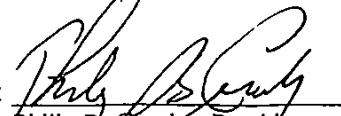
ARTICLE I - NAME - The name of this corporation is Philip Crosby Associates II, Inc.

ARTICLE IV: This amendment to the Articles of Incorporation was adopted by the Corporation on March 30, 1997, pursuant to a recommendation by the sole Director of the Corporation to the shareholders of the Corporation and approval by unanimous written consent of the shareholders on that date. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation, this 5th day of April, 1997.

PBC/PCA, INC.

By:


Philip B. Crosby, President