

P97000045221
 **PRO FORMA**
MANAGEMENT, INC.

June 7, 2000

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

Dear Sir or Madam:

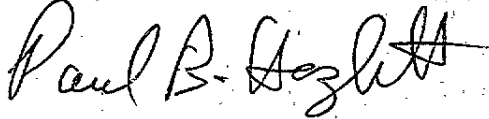
Subject: Articles of Amendment, Document Number P97000045221

Enclosed are duplicate *Articles of Amendment* for the above referenced corporation. Also enclosed is our check in the amount of \$43.75—\$35.00 for the filing fee and \$8.75 for a certified copy.

Please contact the undersigned if you have any questions concerning this filing.

Thank you for your assistance.

Sincerely,



Paul B. Hazlett
Director and Secretary

Enclosures (3)

300003282553-8
-06/09/00-01055-015
*****43.75 *****43.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -9 PM 2:38

Amend.

V. SHEPARD JUN 15 2000



**FIRST ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PRO FORMA MANAGEMENT, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -9 PM 2:38

These First Articles of Amendment (the "Amendment") to the Articles of Incorporation (the "Articles") of Pro Forma Management, Inc. (the "Corporation") are adopted as of the 1st day of June, 2000.

WITNESS:

WHEREAS, the Corporation filed the Articles with the Department of State of the state of Florida (the "Department") on May 15, 1997 effective May 8, 1997, and the Department assigned the Corporation Document Number P9700045221; and

WHEREAS, the Board of Directors are empowered by the Corporation's Bylaws to designate the location of the Corporation's offices without shareholder approval; and

WHEREAS, the address of the principal and registered office of the Corporation is changed effective June 1, 2000 by a resolution of the Board of Directors adopted at a meeting held on May 12, 2000, at which a quorum was present and acted throughout, and the number of votes cast for the resolution by the Directors was sufficient for approval; and

WHEREAS, the Board of Directors instructed the Secretary pursuant to section 607.1006, Florida Statutes to file this Amendment with the Department reflecting the newly designated principal and registered office of the Corporation;

NOW, THEREFORE, it is agreed that the Articles are hereby amended as of the effective date hereof as follows:

Article I. AMENDMENT

The **Second Article** is hereby amended by *striking* in its first sentence the address

"1230 Belvedere Avenue, Jacksonville, Florida 32205"

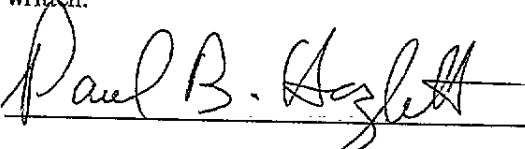
and *substituting* in lieu thereof

"4570 St. Johns Avenue, Suite 1A, Jacksonville, Florida 32210".

Article II. CONTINUING RATIFICATION AND AFFIRMATION

Except as expressly amended and modified herein and hereby, all terms and provisions of the Articles are hereby ratified and affirmed and shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Amendment as of the day and year first above written.



Paul B. Hazlett
Director and Secretary