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February 22, 2005

Secretary of State
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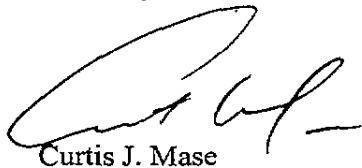
Re: **Corporate Ref. No.: P97000045629**
Amendment to Articles of Corporation
Name change

Dear Sir or Madam:

Enclosed is an original and one copy of the second amended articles of incorporation of Mase, Gassenheimer & Lara, P.A. A check in the amount of \$43.75 is enclosed, which includes both the filing fee of \$35.00 and the fee for a certified copy of \$8.75. I would appreciate your providing a certified copy of the second amended articles to me by regular mail at your earliest convenience.

If you have any questions or require more information you may contact my office at the above address. Thank you.

Sincerely,



Curtis J. Mase

CJM/kf

Enclosures

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**SECOND AMENDED ARTICLES OF INCORPORATION
OF**

MASE, GASSENHEIMER & LARA, P.A.

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The undersigned incorporator, for the purpose of amending the Articles of a corporation for profit under the Florida Professional Service Corporation Act, hereby adopts the following Second Amended Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: MASE, GASSENHEIMER & LARA, P.A.

ARTICLE II

Existence

The corporation's existence shall commence upon the filing of these articles and shall continue indefinitely thereafter.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Professional Service Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV

Authorized Capital

The corporation is authorized to issue two (2) classes of stock as follows:

CLASS A – Common Stock.

The corporation is authorized to issue One Thousand (1,000) shares of Class A common stock, with a par value of \$1.00 per share.

CLASS B – Non-Voting Stock.

The corporation is authorized to issue One Hundred (100) shares of Class B non-voting stock, with a par value of \$5.00 per share.

ARTICLE V

Voting Rights

The two (2) classes of stock in the corporation shall have the following voting rights:

Class A – Full voting rights (one vote per share).

Class B – No Voting rights.

ARTICLE VI

Address

The address of the principal office of the corporation, and its mailing address, is 80 S.W. Eighth Street, Suite 2700, Miami, Florida 33130.

ARTICLE VII

Registered Office and Agent

The street address of the corporation is 80 S.W. Eighth Street, Suite 2700, Miami, Florida 33130. The name of the initial registered agent at such office is Curtis J. Mase.

ARTICLE VIII

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a

director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE IX

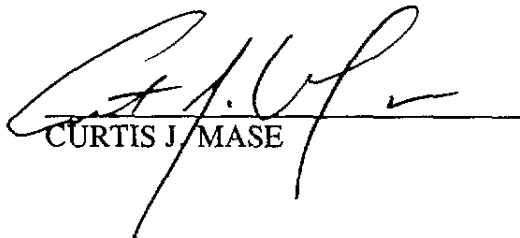
Incorporator

(a) The name and address of the incorporator of the corporation are: Curtis J. Mase, 80 S.W. Eighth Street, Suite 2700, Miami, Florida 33130.

(b) There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Second Amended Articles.

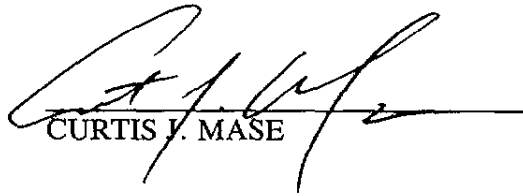
(c) Shareholder approval is not required for this amendment.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Second Amended Articles of Incorporation this 15th day of February, 2005.


CURTIS J. MASE

ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.


CURTIS J. MASE

#176650v5A