

Wednesday, June 20, 2001

Secretary of State / Division of Corporations AMENDMENTS SECTION P. O. Box 6327 Tallahassee, FL 32314

500004439135--2 -06/25/01--01085--035 *****52.50 ******52.50

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Amendment to the Articles of Incorporation for Mooers Branton Flessner & Co. Articles were filed March 12 [1998] [No. P97000055792] under the name of Mooers & Associates Incorporated. I am requesting that these Amended Articles of Incorporation be filed pursuant to the provisions of Chapter 607.1007 F.S. The appropriate restatements are included in the Articles of Amendment to the Articles of Incorporation.

Further, please find enclosed a check in the amount of \$52.50 for the following filing fees:

Restatement of Articles of Incorporation with

Amendment of Articles \$35.00

Certified Copy 8.75

Certificate of Status 8.75

Total Enclosed \$52.50

Please send all information and documentation to the following person at the prescribed address for this company, which is:

Mooers Branton Flessner & Co.

1424 State Street Sarasota, FL 34236

Note: Roger Brandon gave authorization to ald Cosp. Ruggest to meet name.

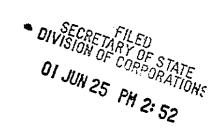
Kind regards,

Roger G. Branton Vice Chairman

RGB: jg

Enclosure - Check for filing fees

AMERARD JUN 29 2001



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

MOOERS & ASSOCIATES INCORPORATED

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 I – NAME CHANGE

From: Mooers & Associates Incorporated

To: Mooers Branton Flessner & Co., Incorporated

Article VIII - CORPORATE ADDRESS CHANGE

From: 6721 Taeda Drive, Sarasota FL 34241

To: 1424 State Street, Sarasota FL 34236

Article IX - ADDRESS OF DIRECTOR

From: 6721 Taeda Drive, Sarasota, FL 34241

To: 1424 State Street, Sarasota, FL 34236

Article X - ADDRESS OF INCORPORATOR

From: 6721 Taeda Drive, Sarasota, FL 34241

To: 1424 State Street, Sarasota, FL 34236

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:

NOT APPLICABLE

THIRD: The date of each amendment's adoption: <u>June 20, 2001</u>.

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

_ The amendment(s) was/were approved by the shareholders. The number of votes cas
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
"

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 incorporators without shareholder action and shareholder action was not required.

Signed this 20th day of JUNE, 2001.

Signature

voting group

(By the Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Typed or printed name

Roger G. Branton

Title

Vice Chairman Director