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PLEASE REPLY TO:
P.O. Box 676
Ponte Vedra Beach, FL
32004-0676

December 8, 1998

Attention: Amendments Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400002708644--2
-12/10/98--01043--001
*****35.00 *****35.00

Re: Walker & Fairbanks, P.A.

Ladies and Gentlemen:

Enclosed is an original Certificate of Amendment to the Articles of Incorporation to be filed in the Secretary of State's office on behalf of the above corporation. Also enclosed are a copy of the Amendment to be file stamped by your department and returned to us and our check for \$35.00 to cover filing fees.

If you have any questions concerning this document, please contact me.

Very truly yours,

WALKER & FAIRBANKS, P.A.



Peggy D. Adolphson
Certified Legal Assistant

pa
Enclosures

FILED
98 DEC 10 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C
VS
12-18-98

**CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
JAMES V. WALKER & ASSOCIATES, P.A.**

FILED
98 DEC 10 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

James V. Walker & Associates, P.A., a Florida corporation, under its corporate seal and under the hand of its President and Secretary, hereby certifies that:

The following amendment was adopted on December 1, 1998, by the affirmative vote of the Shareholders of a majority of the shares entitled to vote on the amendment, in accordance with Florida Statutes Section 607.1003 (1997). The number of votes cast was sufficient for approval.

RESOLVED, that the Articles of Incorporation be amended in the following particulars: Article I will be deleted and the following language inserted in its place:

ARTICLE I.

The name of the corporation shall be: WALKER & FAIRBANKS, P.A.

FURTHER RESOLVED, that the President and Secretary be, and they hereby are, authorized and directed to file a Certificate of Amendment with the State of Florida Division of Corporations to effectuate such amendment.

James V. Walker & Associates, P.A.

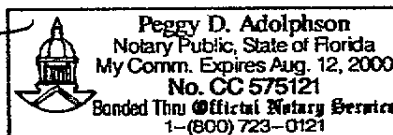
By: *James V. Walker*
James V. Walker, President and Secretary

STATE OF FLORIDA)

COUNTY OF ST JOHNS)

The foregoing Certificate of Amendment was acknowledged before me this 8th day of December, 1998, by James V. Walker, who is the President and Secretary of James V. Walker & Associates, P.A. and who is personally known to me or who has produced identification.

Peggy D. Adolphson
Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My commission expires:



X Personally known.

_____ Produced _____ as identification.