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**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
TEDDER, JAMES, WORDEN & ASSOCIATES, P.A.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is **Tedder, James, Worden & Associates, P.A.** (hereinafter referred to as the "Corporation"), Florida document number P97000062740.

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution amending Article IV of the Articles of Incorporation by written consent dated May 31, 2007, executed in accordance with the provisions of Section 607.0821 of the Florida Statutes, all of the shareholders of the Corporation approved a resolution amending Article IV of the Articles of Incorporation by written consent dated May 31, 2007, executed in accordance with the provisions of Section 607.0704 of the Florida Statutes, and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval. The following is a true and correct copy of the resolution amending Article I of the Articles of Incorporation:

RESOLVED, that Article IV of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE IV - PURPOSE AND CORPORATE POWERS

This corporation is organized for the purpose of conducting general accounting and financial services and transacting any or all lawful business purposes as allowed by Florida law. The corporation is a party to those certain Asset Purchase Agreements by and among the corporation, McGladrey & Pullen, LLP ("M&P") and RSM McGladrey, Inc. ("RSM"), dated June 1, 2007 (the "APAs"). Notwithstanding any other provision of the Articles of Incorporation, the corporation shall conduct no operations after the date of the APAs, except for operations necessary for the purposes of:

(a) collecting payments pursuant to the APAs, (b) paying expenses and satisfying liabilities and obligations of the corporation (including those associated with the corporation's indemnification obligations under the APAs), (c) defending malpractice claims, (d) distributing amounts (except to the extent prohibited under the APAs), (e) signing off on report reissuances and consents, as applicable, to the extent permissible under law and professional regulations, and provided that M&P and RSM shall have the right to review and reasonably to consent to such activities, and (f) completing pending engagements; provided, however, that M&P and RSM may determine from time to time to undertake one or more of such pending engagements. The corporation shall not further amend its organization documents with respect to the matters described above without the prior written consent of M&P and/or RSM."

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of June 1, 2007.

Dated this 5th day of May, 2007.

**TEDDER, JAMES, WORDEN &
ASSOCIATES, P.A.**

By: 

Johnnie P. James, Jr., President

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