



THE UNITED STATES
CORPORATION
COMPANY

P97000068293

ACCOUNT NO. : 072100000032

REFERENCE : 550078 7106972

AUTHORIZATION :

COST LIMIT :

Patricia Pizutto
P/P

ORDER DATE : October 1, 1997

ORDER TIME : 12:05 PM

ORDER NO. : 550078-010

CUSTOMER NO: 7106972

CUSTOMER: Michael M. Hamrick, Esq
Hamrick Perrey Quinlan & Smith
Suite 920
1401 Manatee Avenue West
Bradenton, FL 34205

FILED
97 OCT -1 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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97 OCT -3 PM 3:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILE
FIR 91

DOMESTIC AMENDMENT FILING

NAME: CPA ASSOCIATES, P.A.

900002312009--1
-10/06/97--01004--011
*****210.00 *****87.50

EFFECTIVE DATE:

35
52.50
87.50

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

NCER 10-6

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97 OCT -1 PM 11:28
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CPA ASSOCIATES, P.A.


Article I of the Articles of Incorporation of CPA ASSOCIATES, P.A. was amended by the corporation's board of directors on September 29, 1997. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.1005.

1. Article I shall state: The name of the corporation is *Associates Professional Financial Group, Inc.*

2. Article IV shall state: the corporation is organized for the purpose of providing consulting services.

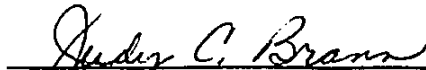
3. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on September 29, 1997. As of the time of the adoption of this amendment, there are no shares issued and therefore shareholder action was not required.

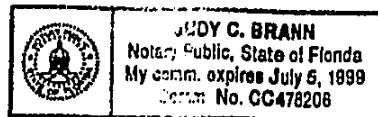
In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on September 29, 1997.


N. Donald Varnadore, Director

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledge before me this 29th day of September, 1997 by N. Donald Varnadore, as the sole director of Associates Professional Financial Group, Inc., formerly known as CPA ASSOCIATES, P.A., a Florida corporation. N. Donald Varnadore is personally known to me.


NOTARY PUBLIC



97 OCT - 1 PM 2:07
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CPA ASSOCIATES, P.A.
1301 6TH AVENUE WEST
BRADENTON, FL 34205

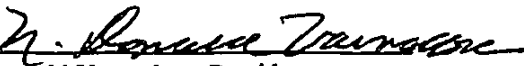
September 25, 1997

Michael M. Hamrick, Esquire
Hamrick, Perrey, Quinlan & Smith, P.A.
Attorneys At Law
1401 Manatee Avenue West, Suite 920
Bradenton, FL 34205

Dear Mr. Hamrick:

On behalf of the corporation we hereby release the name of CPA Associates, P.A. from this corporation (identified by Florida Department of State document number P97000068293) to become the name of the present Florida Corporation Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer & Stathis, P.A. (Florida Document number H59261).

Sincerely,

By: 
N. Donald Varnadore, President

By: 
Dale R. Hoffner, Secretary