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ACCOUNT NO. : 072100000032

REFERENCE : 839662

85036A

AUTHORIZATION

COST LIMIT

ORDER DATE : June 1, 1998

ORDER TIME: 9:08 AM

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ORDER NO. : 839662-015

CUSTOMER NO:

85036A

Robert A. Forlizzo, Esq

Forlizzo & Neal Suite 300

13577 Feather Sound Drive

Clearwater, FL 33762

DOMESTIC AMENDMENT FILING

NAME: THE MONROE COMPANY

EFFICTIVE DATE:

ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

____ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

612

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED

98 JUN -2 PH 2: 14

AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE MONROE COMPANY

SECRETARY OF STATE TALLAHASSEE, FLORIDA

THE MONROE COMPANY hereby amends its Articles of Incorporation filed with the Secretary of State of the State of Florida on August 27, 1997, in the following particulars:

Article I is hereby amended to read as follows:

ARTICLE I - Name and Address

The name of this Corporation shall be: SUNCOAST PARTNERS, INC. The Corporation's mailing address and principal place of business is located at 150 - 2nd Avenue North, Suite 1170, St. Petersburg, Florida 33701.

This Amendment was adopted by the unanimous vote of the Board of Directors and Stockholders of the Corporation by written authorization on \underbrace{Mag} 27, 1998.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 27 day of May, 1998.

PETER H. MONROE, President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 27 day of _______, 1998, by PETER H. MONROE, President of THE MONROE COMPANY, a Florida corporation, on behalf of the corporation. He is personally known to me.

PATRICIA L. DUNN
Notary Public - State of Florida
My Commission Expires May 24, 2002
Commission # CC 712557

NOTARY PUBLIC

NAME: PATRICIA L DUNA

SERIAL NUMBER: Cc 7

CERTIFICATE

The undersigned, being the President of the Corporation of THE MONROE COMPANY, and the Board of Directors and Stockholders hereby certify that the Amendment to the Articles of Incorporation of THE MONROE COMPANY, was approved at a duly called meeting of the Board of Directors and Stockholders by a unanimous vote of the Board of Directors and Stockholders on $\frac{1}{2}$, 1998.

PETER H. MONROE, President

STATE OF FLORIDA) COUNTY OF PINELLAS)

The foregoing instrument was sworn to before me this 27 day of 27, 1998, by PETER H. MONROE, President of THE MONROE COMPANY, who is personally known to me.

PATRICIA L. DUNN
Notary Public - State of Florida
My Commission Expires May 24, 2002
Commission # CC 712557

Printed Name: PATRICIA L DUNN
Notary Public
My Commission Expires: 5/24/2002