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May 29, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Amendment to Articles of Incorporation
Schooler Verdini, Inc.
Document No. P97000075965
Our File No. 3459

98 JUN -5 AM 11:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-06/05/98--01038--005
*****35.00 *****35.00

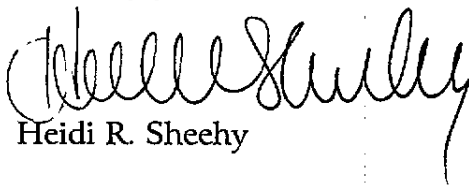
Gentlemen/Ladies:

Enclosed for filing is the original Articles of Amendment for Schooler Verdini, Inc. Also enclosed is our firm check made payable to Secretary of State in the amount of \$35.00 as and for the filing fee.

Upon filing of the Amendment, please forward an acknowledgment to this office.

Thank you for your attention to this matter.

Sincerely yours,


Heidi R. Sheehy

/hrs

Enclosures

VS JUN 12 1998

Amend. $\frac{1}{2}$ N/c

**ARTICLES OF AMENDMENT
OF
SCHOOLER VERDINI, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above named corporation are hereby amended as follows:

1. Article I is hereby amended to read as follows:

The name of the corporation shall be:

SCHOOLER ASSOCIATES, INC.

2. Article IV is hereby amended to read as follows:

The street address in Florida of the registered office of the corporation is 704 West Bay Street, Tampa, Florida 33606, and the name of the Registered Agent at said address is Aaron J. Gold.

3. The foregoing Amendment was adopted by written consent of all of the Directors and Shareholders entitled to vote thereon, pursuant to Florida Statutes Section 607.181(3), on the 27th day of May, 1998.

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

SCHOOLER VERDINI, INC.

By: Susan Verdini
SUSAN VERDINI, Co-President

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared **SUSAN VERDINI**, Co-President of **SCHOOLER VERDINI, INC.**, a Florida corporation, to me known to be the person who executed the foregoing instrument, and she acknowledged to and before me that she executed

the same on behalf of the corporation, freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal, this 27th day of May, 1998.

Donna L. Williams
NOTARY PUBLIC

My Commission Expires:

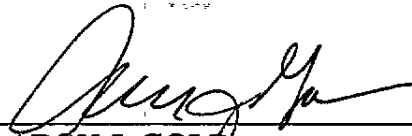


DONNA L. WILLIAMS
My Comm Exp. 2/26/00
Bonded By Service Ins
No. CC535386

Personally Known Other I.D.

ACKNOWLEDGMENT

Having been named to accept service of process for SCHOOLER ASSOCIATES, INC., at 704 West Bay Street, Tampa, Florida 33606, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



AARON J. GOLD
Registered Agent