

COFIÑO & ASSOCIATES
Attorneys and Counselors At Law

PEDRO A. COFIÑO, P.A.
MICHAEL C. GONGORA

MANUEL ZAIAC
Of Counsel

P97000078490

June 17, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

RE: DOUGLAS C. WOLFE, P.A. f/k/a DCW & ASSOCIATES, INC.

Esteemed Secretary:

Enclosed please find Amendment to Articles of Incorporation and changing names of DCW & Associates, Inc. to Douglas C. Wolfe, P.A.

In addition, enclosed please find my firm's check made payable to the Secretary of State in the amount of \$35.00. If for some reasons you can not file these articles as submitted, please contact the undersigned immediately.

Very truly yours,

Pedro A. Cofiño, Esq.
PAC/ems

Enclosures

FILED
98 JUL 10 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend MC

TLL JUL 10 1998

COFIÑO & ASSOCIATES
Attorneys and Counselors At Law

PEDRO A. COFIÑO, P.A.
MICHAEL C. GONGORA

MANUEL ZAIAC
Of Counsel

July 8, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Thelma Lewis, Corporate
Specialist Supervisor

RE: DOUGLAS C. WOLFE, P.A. f/k/a DCW & ASSOCIATES, INC.

Dear Ms. Lewis:

According to your communication dated July 1, 1998 as to the above mentioned letter, enclosed please find duly corrected Amendment to Articles of Incorporation.

Mr. Douglas Wolfe was the initial and original director, incorporator and officer of the corporation, as a matter of fact, he has been the sole officer, director and owner of the corporation. If for some reason you can not file this amendment as submitted, contact my firm immediately.

Very truly yours,



Pedro A. Cofiño, Esq.
PAC/ems

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 1, 1998

PEDRO A. COFINO, ESQ.
COFINO & ASSOCIATES, P.A.
407 LINCOLN ROAD, SUITE 2B
MIAMI BEACH, FL 33139

SUBJECT: D.C.W. & ASSOCIATES, INC.
Ref. Number: P97000078490

We have received your document for D.C.W. & ASSOCIATES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The date of adoption of each amendment must be included in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 398A00035678

DOUGLAS C. WOLFE, P.A.
f/k/a
DCW. & ASSOCIATES, INC.
AMENDMENT TO ARTICLES OF INCORPORATION

FILED
98 JUL 10 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being all of the stockholders of Douglas C. Wolfe, P.A. f/k/a DCW. & Associates, Inc. desiring to change the articles of incorporation and the corporation name under the provisions of the Florida Corporation Act does hereby certify:

1. The name of the corporation is DCW. & Associates, Inc. The corporation changes its name to be changed to Douglas C. Wolfe, P.A.
2. The term for which the corporation is to exist is perpetual.
3. The general nature of the business to be transferred by the corporation shall be to engage in the general practice of real estate, management, sale person, brokerage, consulting, and other similar services of every nature and description; and the corporation shall further have the power to engage in and to do any lawful act permitted under the laws of the United States of America and of the state of Florida, as limited by the provisions of the Professional Service Corporation Act.
4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is five hundred (500) shares of common stock having a par value of one dollar (\$1.00) each.
5. The principal offices of the corporation shall be located at P.O. Box 19-1588, Miami Beach, FL 33119.

Prepared by: Pedro A. Cofiño, Esq.
407 Lincoln Road, Suite 2B
Miami Beach, Florida (305) 531-8111
Florida Bar No.: 323918

6. The Board of Directors shall be comprised of one (1) member. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

The name and address of the Director is:

NAME ADDRESS

Douglas C. Wolfe P.O. Box 19-1588, Miami Beach, FL 33119

The name of the incorporator hereof is:

NAME ADDRESS

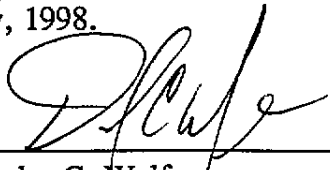
Douglas C. Wolfe P.O. Box 19-1588, Miami Beach, FL 33119

8. The formation of the Corporation shall be effective as of the date of the execution and acknowledgment hereof.

9. With respect to all shares of stock of the Corporation, every Shareholder upon a sale for cash or other property of any such new shares of stock, or options or warrants therefor, shall have the preemptive right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price at which such new shares of stock, or option or warrants therefor, are offered to others.

IN WITNESS WHEREOF, the undersigned has hereunto set his had and seal this 17 day of

June
May, 1998.



Douglas C. Wolfe, President and Sole
Stockholder

This amendment was adopted on 17th day of June, 1998.