

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Charles P. Sacher, P.A.
Gregory T. Martini
Charles S. Sacher
Barbara J. Wolodko

P97000081517
November 30, 2001

Telephone: 305 448-3900
Facsimile: 305 446-9206
OF COUNSEL
Martin E. Segal, P.A.

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

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Re: Cole, Scott & Kissane, P.A.
Articles of Amendment
Our File No.: 4535

Dear Sir or Madam:

Enclosed please find the following documents for your review and filing:

1. Copy of the 2001 Uniform Business Report (UBR) which was filed by Cole, White & Billbrough, P.A. on April 27, 2001;
2. Executed "Amended" 2001 Uniform Business Report (UBR) signed by Richard P. Cole on October 19, 2001;
3. Original Director Resignation executed by G. Bart Billbrough;
4. Original Director Resignation executed by J.G. White, III;
5. Original executed Second Amendment to the Articles of Incorporation changing the name of the corporation from Cole, White & Billbrough, P.A. to Cole, Scott & Kissane, P.A.; and
6. The firm's check in the amount of \$131.25.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please accept the Second Amendment to the Articles of Incorporation for filing to change the name from Cole, White & Billbrough, P.A. to the new name of Cole, Scott & Kissane, P.A.

Please accept for filing the Director Resignations signed by G. Bart Billbrough and J.G. White, III, who resigned as Directors of the corporation. I have also enclosed a copy of the 2001 Uniform Business Report which was previously filed on April 27, 2001. We have also enclosed an original executed Amended 2001 Uniform Business Report requesting the removal of G. Bart Billbrough and J.G. White, III's names as Directors and the addition of Thomas E. Scott, Jr. and Eugene P. Kissane as Directors.

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Department of State
November 30, 2001
Page 2

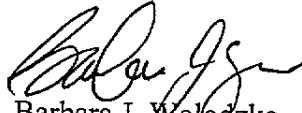
The firm is also requesting the name and address of the current Registered Agent to be changed to Richard P. Cole, 1390 Brickell Avenue, 3rd Floor, Miami, Florida 33131.

Our firm's check in the amount of \$131.25 has been enclosed for the filing fee in the amount of \$61.25 for filing the Amended UBR. The check is also in payment of the filing fee in the amount of \$35.00 for the Director Resignation and \$35.00 for filing of the Second Amendment to the Articles of Incorporation.

If you have any questions about the Amended UBR, the Director Resignation or the Second Amendment to the Articles of Incorporation, please do not hesitate to contact me at the number above.

With best personal regards,

Sincerely,



Barbara J. Wolodzko

BJW:nc

Enclosures

cc: Mr. Richard P. Cole, Esq.

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Telephone: 305/448-3900
Facsimile: 305/446-9206
OF COUNSEL
Martin E. Segal, P.A.

December 14, 2001

Ms. Thelma Lewis
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Recording of Officer/Director Resignation
Cole, White & Billbrough, P.A.
File No. 4535

Dear Ms. Lewis:

Thank you for your telephone call earlier this week regarding the recording of the second Officer/Director Resignation. Pursuant to your request, enclosed please find the firm's check in the amount of \$35.00 for the recording of the second Officer/Director Resignation for Cole, White & Billbrough, P.A.

If you have any questions, please do not hesitate to contact me.

Thank you for your attention in this matter.

Sincerely,



Barbara J. Wolodzko

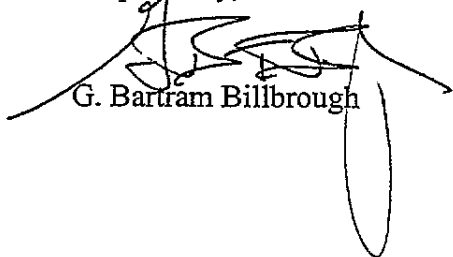
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DIVISION OF CORPORATIONS

Enclosure
Z:\User\Terry\WP\WP\4535\Div. of Corp. ltr.wpd

To whom it may concern

Pursuant to the Stock Redemption and Separation Agreement entered into between Cole, White & Billbrough, P.A., G. Bartram Billbrough, John G. White, III and Richard P. Cole, I, the undersigned, hereby resign as an Officer and Director of Cole, White & Billbrough, P.A., effective as of the closing date of the Stock Redemption and Separation Agreement. Further, I resign as an employee of Cole, White & Billbrough, P.A. effective as of October 1, 2001.

Respectfully,



G. Bartram Billbrough

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA