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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. Wolodzko

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

Re: Cole, Scott & Kissane, P.A. 900004729339--5  
Articles of Amendment -12/17/01--01068--018  
Our File No.: 4535 \*\*\*\*\*131.25 \*\*\*\*\*35.00

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.

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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The firm is also requesting the name and address of the current Registered Agent to be changed to Richard P. Cole, 1390 Brickell Avenue, 3<sup>rd</sup> 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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SECOND AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
COLE, WHITE & BILLBROUGH, P.A.

FILED  
01 DEC 17 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Cole, White & Billbrough, P.A., a Florida Corporation, under its corporate seal and the hands of its President, Richard P. Cole, and Secretary, Richard P. Cole, hereby certifies that:

ARTICLE I

The Board of Directors of said corporation at a meeting called and held on October 19, 2001, adopted the following Resolutions:

The name of this corporation will be:

COLE, SCOTT & KISSANE, P.A.

ARTICLE II

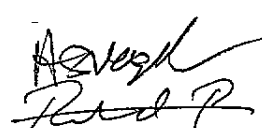
The meeting of the stockholders of the Corporation called by the Board of Directors as aforesaid was held on October 19, 2001, and at said special meeting of the stockholders, said Second Amendment of the Articles of Incorporation was duly adopted by the unanimous vote of all of the stockholders.

IN WITNESS WHEREOF, said Corporation has caused this Amendment to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this 19th day of October, 2001.

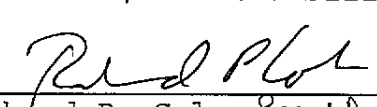
(SEAL)

Cole, White & Billbrough, P.A.

Attest:

  
Richard P. Cole

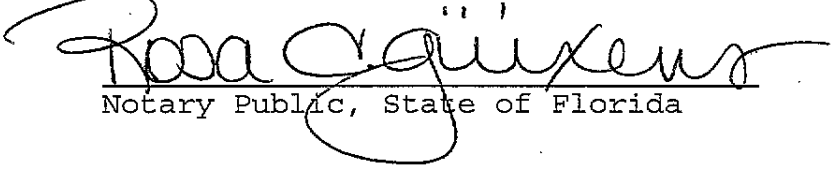
By

  
Richard P. Cole - President

STATE OF FLORIDA     )  
COUNTY OF MIAMI-DADE) SS:

On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, Richard P. Cole, President of Cole, White & Billbrough, P.A., a Florida Corporation, and he acknowledged that he executed the above and foregoing Second Amendment to the Articles of Incorporation as such Officer for and on behalf of said Corporation after having been duly authorized to do so.

WITNESS my hand and official seal at Miami-Dade County, Florida, this 5th day of October, 2001.

  
Notary Public, State of Florida

My Commission Expires:

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