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ATLAS / PEARLMAN

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TO: DIVISION OF CORPORATIONS

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FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
CONTACT: BEVERLY F BRYAN  
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 766-7800

NAME: VAMA INVESTMENT CORP.

AUDIT NUMBER.....H98000008290

DOC TYPE.....BASIC AMENDMENT

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.

ACCT#: 076247002423

CONTACT: BEVERLY F BRYAN

PHONE: (954)763-1200

FAX #: (954)766-7800

NAME: VAMA INVESTMENT CORP.

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 1, 1998

VAMA INVESTMENT CORP.  
11365 LITTLE BEAR WAY  
BOCA RATON, FL 33428

SUBJECT: VAMA INVESTMENT CORP.  
REF: P97000092677

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Darlene Connell  
Corporate Specialist

FAX Aud. #: E98000008290  
Letter Number: 798A00024044

SACHEM FINANCIAL CONSULTANTS, LTD.  
10 BAY STREET  
WESTPORT, CT 06880

May 7, 1998

State of Florida  
Department of State  
Tallahassee, Florida  
Att: Darlene Connell  
Corporate Specialist

Re: VAMA Investment Corp. - Articles of Amendment  
Letter No.: 798A00024044; FAX Audit No.: H98000008290

Ladies and Gentlemen:

We hereby consent to the incorporation of Emerson Bennett & Associates, Inc., as a Florida corporation. Such corporation is to be formed in furtherance of the closing of a transaction as a result of which Emerson Bennett & Associates, Inc. will be under common ownership with Emerson Bennett & Associates, L.L.C. (a Delaware corporation authorized to do business in Florida).

*Ronald Koenig*  
CHAIRMAN

Very truly yours,  
EMERSON BENNETT & ASSOCIATES, LLC

By: \_\_\_\_\_  
duly authorized representative  
of SACHEM FINANCIAL CONSULTANTS, LTD.,  
Manager of Emerson Bennett & Associates,  
LLC

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
VAMA INVESTMENT CORP.**

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of VAMA INVESTMENT CORP., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number P97000092677, does hereby certify:

First, that pursuant to the Unanimous Written Consent of the Board of Directors of said Corporation dated April 29, 1998, the Shareholders and Directors approved the Amendment to the Corporation's Articles of Incorporation as follows:

**Article I of the Articles of Incorporation of this Corporation  
is amended to read in its entirety as follows:**

**ARTICLE I  
NAME**

**The name of this Corporation shall be: EMERSON BENNETT & ASSOCIATES, INC.**

The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to Unanimous Written Consent of the Board of Directors, and by the Shareholders of the Corporation dated April 29, 1998, acting unanimously by Written Consent pursuant to Section 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of April 29, 1998.

**VAMA INVESTMENT CORP. now known as  
EMERSON BENNETT & ASSOCIATES, INC.**

By:   
**Brent Martin, President**

ROXANNE K. BEILLY, ESQ., FL BAR #351450  
Atlas, Pearlman, Troup & Berkson, P.A.  
200 E. Las Olas Blvd., #1900  
Ft. Lauderdale, FL 33301 Phone: (954) 763-1200

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