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ACCT#: 076247002423

CONTACT: BEVERLY F BRYAN PHONE: (954)763-1200

FAX #: (954)766-7800

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FAX #: (850)922-4000

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

ACCT#: 076247002423

CONTACT: BEVERLY F BRYAN

PHONE: (954) 763-1200

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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

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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.

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) 487-6906.

Darlene Connell Corporate Specialist FAX Aud. #: H98000008290 Letter Number: 798A00024044 13

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

May 7, 1998

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

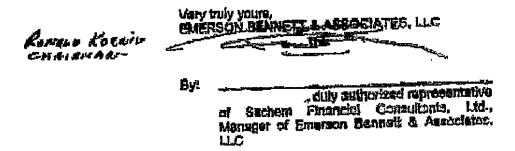
**231** 305 523 1952

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).



97/5531.100/108957

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

Pursuant to Section 607.1006 of the Business Corporation Act of the Safe 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.

Brent Martin, President

ROXANNE K. BEILLY, ESQ., FL BAR #851450 Atlas, Pearlman, Trop & Borkson, P.A. 200 E. Las Olas Bivd., #1900 Pt. Lauderdale, FL 33301 Phone: (954) 763-1200

97/5531.200/108408