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LAW OFFICE OF

STEPHEN F. VOIGT, P.A.

2414 BEE RIDGE ROAD • SARASOTA, FLORIDA 34239

(941) 925-2324 • (941) 921-2047 (FAX)

July 20, 2000

VIA OVERNIGHT DELIVERY

Florida Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

RE: MANASOTA MANAGEMENT SERVICES, INC.

Dear Sir/Madam:

I have enclosed for your review and filing the original and one (1) copy of the Articles of Amendment of Manasota Management Services, Inc., together with my trust check in the amount of \$30.00 for the filing fee.

I am also enclosing the original and one (1) copy of the Articles of Incorporation for Manasota Management Services, Inc., and a check in the amount of \$70.00 for the filing fee of the new Articles of Incorporation and Resident Agent.

Also, as part of the agreement between the parties, the president of Manasota Management Services, Inc., by virtue of his signature below, hereby consents to the use of the name Manasota Management Services, Inc., by Elizabeth Kelley.

Please return a copy of the Certificate of Incorporation and the Amendment to Articles to this office.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

Stephen F. Voigt, Esq.

SFV/mmz
Enclosures

I HEREBY RELINQUISH ALL RIGHTS TO AND CONSENT TO THE USE OF THE NAME MANASOTA MANAGEMENT SERVICES, INC. BY ELIZABETH KELLEY.

ROBERT SALYERS

NIC
Amend

S. PAYNE JUL 31 2000

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*****30.00 *****30.00

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JUL 31 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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SECRETARY OF STATE
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July 25, 2000

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

ATTENTION: SUSAN PAYNE

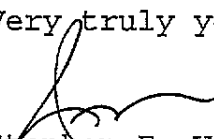
RE: MANASOTA MANAGEMENT SERVICES, INC.

Dear Susan:

Enclosed herewith is our trust check in the amount of \$5.00 to cover the additional fee for filing the Articles of Amendment for Manasota Management Services, Inc.

Thank you for your attention to this matter. Should you have any further questions, please do not hesitate to contact me.

Very truly yours,



Stephen F. Voigt, Esq.

SFV/mmz
Enclosure

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

of

Manasota Management Services, Inc.

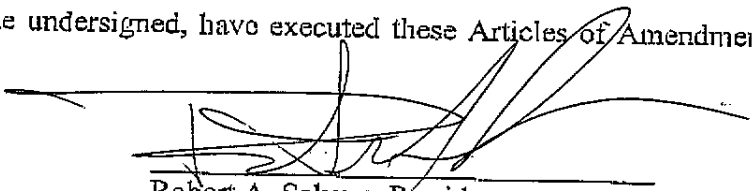
Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended as follows:

1. Article 1 is amended to read (and the new name of the Corporation is) as follows:

MMS Accounting, Inc.

2. The foregoing amendment was adopted by both the Shareholders and Directors on July 17, 2000. There is only one class of stock and the Shareholders unanimously approved the amendment.

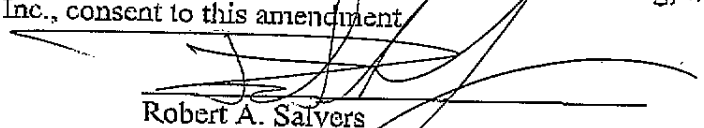
In witness whereof, I, the undersigned, have executed these Articles of Amendment on July 17, 2000.



Robert A. Salyers, President

Consent

The undersigned, as the only Director and/or Shareholder of MMS Accounting, Inc., f/k/a Manasota Management Services, Inc., consent to this amendment.



Robert A. Salyers
Shareholder and Director