

P98000037886



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 838240

4352702

AUTHORIZATION :

COST LIMIT :

\$ 87.50

Patricia Pizut

FILED
98 JUN -1 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Change
Amended*

ORDER DATE : June 1, 1998

ORDER TIME : 9:54 AM

ORDER NO. : 838240-010

CUSTOMER NO: 4352702

CUSTOMER: Ms. Susan B. Hecker
Williams Parker Harrison Dietz
200 South Orange Avenue

Sarasota, FL 34236

000002541850--0

DOMESTIC AMENDMENT FILING

NAME: WGP ACQUISITION COMPANY

EFFECTIVE DATE: 6-1-98

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

Don
6/1/98

FILE SECOND

CORPORATE NAME CONSENT

THIS CONSENT is executed this 29th day of May 1998 by **Profit Counselors, Inc.**, a corporation organized under the laws of the State of New York on December 14, 1955 (the "Corporation").

1. The Corporation desires to withdraw from Florida.
2. The Corporation hereby consents to the use of "Profit Counselors, Inc." as the name of the current Florida corporation known as "WGP Acquisition Company", with William G. Lambrecht, Esq. as its incorporator.

IN WITNESS WHEREOF, the Corporation has caused this consent to be executed in its name the day and year first above written.

Profit Counselors, Inc.

By: _____

As its _____

President

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT OF
WGP ACQUISITION COMPANY

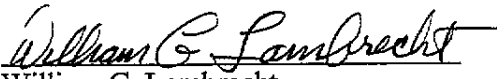
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TALLAHASSEE, FLORIDA

The Articles of Incorporation of WGP Acquisition Company shall be and hereby are amended by striking Article I. in its entirety, and by substituting in its place the following:

1. Name. The name of the Corporation is:
Profit Counselors, Inc.

The amendment was approved and adopted by written consent of the sole incorporator of the corporation, acting pursuant to Sections 607.1005 and 607.1006, Florida Statutes, on April 29, 1998, without shareholder action. Shareholder action was not required, due to the fact that the corporation has not yet issued shares.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Amendment.


William G. Lambrecht
Incorporator