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CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING
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October 12, 1999

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

Re: H. Bruce Frutchey, P.A.


Dear Gentlemen:

Enclosed herewith please find original Articles of Amendment for filing along with our firm's check in the amount of \$35.00 for your filing fee herein.

Please file the enclosed Articles of Amendment and return confirmation of filing same to the undersigned.

Thank you for your prompt attention in this matter.

Yours very truly,


James P. Panico

JPP/sr
Enc.

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99 OCT 18 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature

T. LEWIS OCT 25 1999

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
H. BRUCE FRUTCHEY, P.A.

The undersigned, being all of the directors, officers and stockholders of H. BRUCE FRUTCHEY, P.A., a Florida Professional Association, pursuant to Florida Statute 607.181, hereby manifest their intent that the Articles of Incorporation be amended in the following respect:

1. That the name of the Corporation be amended from:

H. BRUCE FRUTCHEY, P.A.

to

FRUTCHEY FINANCIAL SERVICES, INC.

2. Article II of the Articles of Incorporation are hereby deleted and the following inserted in its place, to-wit:

"ARTICLE II

The general character or nature of the business to be transacted by this corporation is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation; to buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To become a partner with any person or persons, corporation or any other business entity and engage in the same or other character of business.

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(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily conducted with the purposes of this corporation, or calculated to facilitate the same.

(h) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary or profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers."

3. Article III of the Articles of Incorporation are hereby deleted and the following inserted in its place, to-wit:

"ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 7,500 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is not specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting."

4. Article X is hereby deleted in its entirety.

5. The foregoing instrument was adopted by the directors and shareholders of this corporation on October 12, 1999.

IN WITNESS WHEREOF, the undersigned being all of the directors, officers and stockholders of the aforementioned corporation, hereunto set their hands and seals at Maitland, Florida on this 12 day of October, 1999.

H. BRUCE FRUTCHEY, P.A.

By: 

H. Bruce Frutchey, Sole Stockholder/
Director/Officer/President