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GEORGE SCHWIND, P.A.

May 31, 2000

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

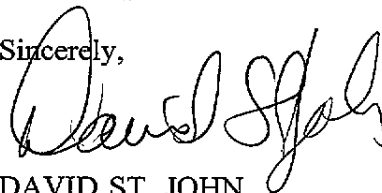
**RE: ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF ST. JOHN, DICKER, CAPLAN, KRIVOK & CORE, P.A.**

To Whom It May Concern:

Enclosed please find one original and one copy of an Amendment to the Articles of Incorporation of St. John, Dicker, Caplan, Krivok & Core, P.A. Please accept said Amendment for filing and return a copy to the undersigned. Also, enclosed is the firm's check in the amount of \$35.00 to cover the filing fees.

Should you have any questions or comments, please do not hesitate to contact me.

Sincerely,



DAVID ST. JOHN
For the Firm

DSJ/hn
Enclosures
9999.ART

FILED
00 JUN -5 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS JUN 12 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
ST. JOHN, DICKER, CAPLAN, KRIVOK & CORE, P.A.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the Corporation adopts the Articles of Amendment to its Articles of Incorporation:

FIRST: Amendments Adopted:

1. Article I is amended to read:

NAME. The name of the Corporation is St. John, Dicker, Krivok & Core, P.A.

2. A new Article VIII is added and shall read:

DIRECTORS. The Corporation is to be managed by a Board of Directors. The Board of Directors shall consist of four (4) members. The names and addresses of the current Directors are:

David St. John	500 Australian Avenue So., Suite 600 West Palm Beach, Florida 33401
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Edward Dicker	500 Australian Avenue So., Suite 600 West Palm Beach, Florida 33401
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James N. Krivok	500 Australian Avenue So., Suite 600 West Palm Beach, Florida 33401
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David A. Core	500 Australian Avenue So., Suite 600 West Palm Beach, Florida 33401
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Directors shall hold office until successors are elected and qualified as provided in the Corporation By-Laws.

3. A new Article IX is added and shall read:

AMENDMENTS. These Articles of Incorporation may be amended by the majority vote of all Directors of the Corporation.

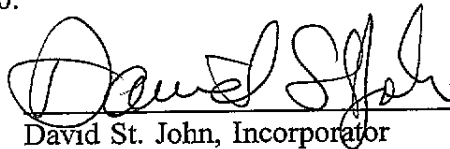
4. A new Article X is added and shall read:

DISSOLUTION. The Corporation may be dissolved at any time by the unanimous written consent of the shareholders or upon the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the Corporation entitled to vote. Upon dissolution, the Corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

SECOND: The date of adoption of each of the foregoing amendments is May 16, 2000.

THIRD: The Corporation has not yet issued shares of stock. The above amendments were approved by the sole incorporator as provided by Section 607.1005.

Signed this 31st day of May, 2000.


David St. John, Incorporator