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May 7, 1999

SECRETARY OF STATE
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

800002872568--9

-05/12/99--01062--012

*****43.75 *****43.75

RE: B. J. DICK, C.P.A., P.A.,
Amendment to change name to
B. J. DICK, INC.

Gentlemen:

Enclosed herewith please find Amendment to the Articles of Incorporation of B. J. DICK, C.P.A., P.A., changing its name to B. J. Dick, Inc., for filing with the records of the Florida Department of State, Division of Corporations, together with check in the amount of \$43.75 to cover the filing fee and certified copy.

We would appreciate your appropriately filing this Articles of Amendment, and advising this office should you require any further information and/or documentation to complete the filing. Otherwise, we will await a response from your office that the enclosures are satisfactory and in proper form and content.

We thank you in advance for your usual courtesies and prompt attention.

Very truly yours,

M. Frankel

MELVIN F. FRANKEL

MFF:cj
Enclosures (as stated)

NK
Amend
SP

5/19/99

99 MAY 12 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FILED

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
B. J. DICK, C.P.A., P.A.

FILED

99 MAY 12 AM 10:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the sole shareholder of B. J. DICK, C.P.A., P.A., and acting in her capacity as sole shareholder and as Personal Representative of the Estate of Barry J. Dick, Deceased, does hereby certify that an Amendment to the Articles of Incorporation was approved by the Board of Directors and Sole Shareholder of the Corporation on the 1st day of February, 1999, and said Articles of Incorporation be and are hereby amended to read as follows:

NAME

The name of the corporation is B. J. DICK, INC.

PURPOSE

This corporation shall be permitted and entitled to perform any and all acts permitted to any corporation incorporated under the provisions of Chapter 607 Florida Statutes. This corporation, as of the date of this Amendment is not a Professional Service Corporation as such term is defined by Florida Law.

DIRECTORS

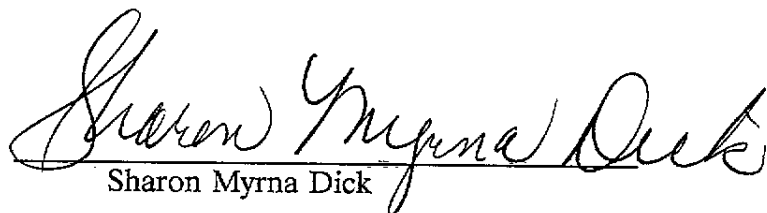
The corporation shall have one or more Directors.

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent of the corporation is Sharon M. Dick, and her address is 8110 S.W. 78th Street, Miami, Florida 33143. The street address of the corporation's registered office is 8110 S.W. 78th Street, Miami, Florida 33143.

IN WITNESS WHEREOF, the undersigned, being the sole shareholder of said corporation, acting in her capacity as Personal Representative of the Estate of Barry J. Dick, Deceased, executes these Articles of Amendment of the Articles of Incorporation and verifies subject to penalties of perjury that the statements contained herein are true.

Dated this 1st day of February, 1999.


Sharon Myrna Dick

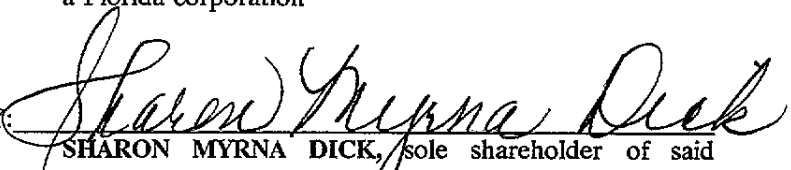
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

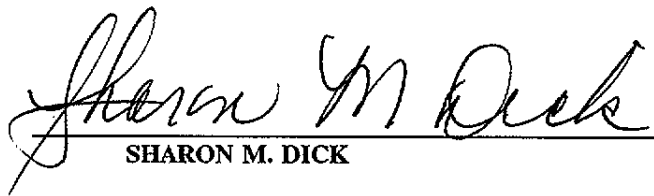
FIRST THAT B. J. DICK, INC., F/K/A B. J. DICK, C.P.A., P.A., ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF AMENDMENT AT 8110 S.W. 78TH STREET, MIAMI, FLORIDA 33143, HAS NAMED SHARON M. DICK, LOCATED AT 8110 S.W. 78TH STREET, MIAMI, FLORIDA 33143, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

B. J. DICK, INC., f/k/a B. J. DICK, C.P.A., P.A.,
a Florida corporation

BY:


SHARON MYRNA DICK, sole shareholder of said corporation, acting in her capacity as Personal Representative of the Estate of Barry J. Dick, Deceased

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES.


SHARON M. DICK

Dated: February 1st, 1999