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February 11, 1998

REPLY TO: Miami

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

100002431411--3
-02/16/98--01072--017
*****87.50 *****87.50

Re: Weiss, Serota & Helfman, PA Our File No. 7141.001

Gentlemen:

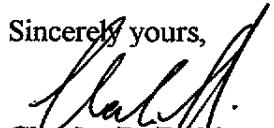
Enclosed for filing please find a Second Articles of Amendment to Articles of Incorporation for the referenced PA.

Also enclosed is our firm's check in the amount of \$87.50, to cover the following costs:

\$35.00	Filing Fee
\$52.50	Certified Copy.

Upon filing, please forward the certified copy to the undersigned at the above address in the enclosed return envelope.

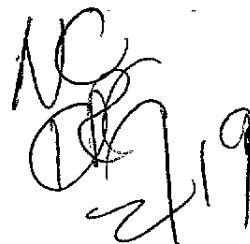
Sincerely yours,


Charles D. Rubin

CDR/wp
Enc.

cc: Joe Serota (w/ enc.)

FILED
98 FEB 16 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WEISS, SEROTA & HELFMAN, P.A.

1. Article I of the Articles of Incorporation of WEISS, SEROTA & HELFMAN, P.A. is hereby amended to read as follows:

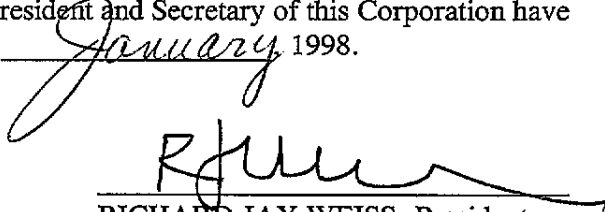
"ARTICLE I CORPORATION NAME

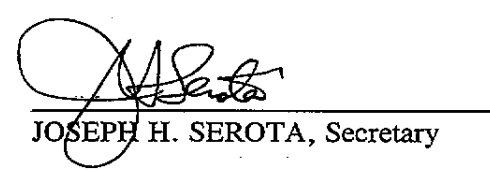
The name of the corporation shall be:

Weiss, Serota, Helfman, Pastoriza & Guedes, P.A."

The foregoing amendment was adopted by the Shareholders entitled to vote thereon and the Board of Directors of this Corporation on December 24, 1997. All stockholders of all classes of stock entitled to vote thereon unanimously voted in favor of the foregoing amendment and the number of votes cast for this amendment by each voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 19 day of January 1998.


RICHARD JAY WEISS, President


JOSEPH H. SEROTA, Secretary

STATE OF FLORIDA :
COUNTY OF MIAMI-DADE : SS.

The foregoing instrument was acknowledged before me this 19 day of January.

FILED
98 FEB 16 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1998, by RICHARD JAY WEISS.

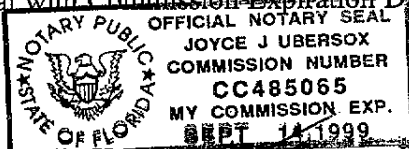
Signature - Notary Public-State of Florida

Joyce J. Ubersox

JOYCE J. UBERSOX

Print, type or stamp name of Notary Public

[Seal with Commission-Expiration Date]



Personally Known _____ or Produced Identification _____

Type of Identification Produced _____

STATE OF FLORIDA :

: SS.

COUNTY OF MIAMI-DADE :

The foregoing instrument was acknowledged before me this 19th day of January, 1998, by JOSEPH H. SEROTA.

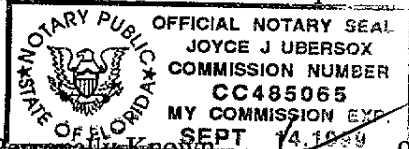
Signature - Notary Public-State of Florida

Joyce J. Ubersox

JOYCE J. UBERSOX

Print, type or stamp name of Notary Public

[Seal with Commission Expiration Date]



Personally Known _____ or Produced Identification _____

Type of Identification Produced _____