

S85087
LAW OFFICE
FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT
A PROFESSIONAL ASSOCIATION

STUART H. ALTMAN
CROMWELL A. ANDERSON
ALIX J. M. APOLLON
RICHARD S. BANICK
DANIEL F. BEASLEY
EDWARD J. BRISCOE*
HEATHER B. BROCK
MORTON P. BROWN
MICHAEL B. BUCKLEY
HENRY BURNETT
WILLIAM N. CHAROUHIS
WILLIAM R. CLAYTON
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STEVEN E. STARK
JOHN C. STRICKROOT
A. RODGER TRAYNOR, JR.
KYLE L. WEIGEL
NORMAN I. WEIL
ALAN G. WILLIAMS

CODY FOWLER (1892-1978)
MORRIS E. WHITE (1892-1988)
JAMES L. HURLEY (1920-1989)

INTERNATIONAL PLACE
SEVENTEENTH FLOOR
100 SOUTHEAST SECOND STREET
MIAMI, FLORIDA 33131

TELEPHONE (305) 789-8200
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* MEMBER LOUISIANA BAR ONLY

February 13, 1997

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*****87.50 *****87.50

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

Re: Amendment regarding Maynard Rich / Abraham, Inc.

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Amendment to Articles of Incorporation of Maynard Rich / Abraham, Inc., with Resolution of Directors Proposing Amendment and Unanimous Consent of Directors and Shareholders to Amendment attached, requesting the change of the corporate name to Maynard Rich Advisors Corp. Also enclosed is our check in the amount of \$87.50 representing \$35.00 for the filing fee and \$52.50 for a certified copy of the Certificate.

If the enclosed is found to be acceptable, once filed, please furnish the undersigned with a certified copy of the Certificate of Amendment to Articles of Incorporation.

Should you have any questions, please do not hesitate to contact us.

Respectfully yours,

MORTON P. BROWN

MPB:ghf

Encs.

cc: Carl K. Maynard
Richard Schwartz

FILED
97FEB 17 PM 2:14
TALLAHASSEE, FLORIDA

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NC

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
MAYNARD RICH / ABRAHAM, INC.

We, the undersigned, being the President and Secretary of MAYNARD RICH / ABRAHAM, INC., a Florida corporation, hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors and all of the Shareholders at a meeting duly held by them on November 20, 1996.

ARTICLE ONE - NAME

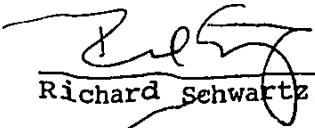
Article One is amended to read as follows:

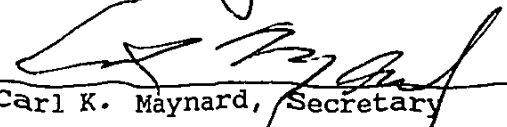
1. Name of Corporation. The present name of the Corporation is "MAYNARD RICH / ABRAHAM, INC." The name of the Corporation is hereby changed to "MAYNARD RICH ADVISORS CORP."

2. In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

✓ IN WITNESS WHEREOF, we hereby set our hands and seals this day of November, 1996.

MAYNARD RICH ADVISORS CORP.


Richard Schwartz, President


Carl K. Maynard, Secretary

[Corporate Seal]

FILED
07 FEB 17 PM 2:14
TALLAHASSEE, FLORIDA

RESOLUTION OF DIRECTORS PROPOSING AMENDMENT

RESOLVED, that the Board of Directors propose that the Articles of Incorporation be amended in the following respects:

Article One is amended to read as follows:

1. Name of Corporation. The present name of the Corporation is "MAYNARD RICH / ABRAHAM, INC." The name of the Corporation is hereby changed to "MAYNARD RICH ADVISORS CORP."

AND FURTHER RESOLVED that such proposed amendments be submitted to a vote of all shareholders entitled to vote thereon at special meeting of said shareholders to be held at 7850 N.W. 146th Street, Miami Lakes, Florida, on November 10, 1996, at 4:00 P.M. E.S.T., and that the Secretary give notice of such meeting and such proposals in the manner and form required by the Florida Business Corporation Act and the Bylaws of this Corporation.



Richard D. Schwartz, President



Carl K. Maynard, Secretary

[Corporate seal]

UNANIMOUS CONSENT OF DIRECTORS
AND SHAREHOLDERS TO AMENDMENT

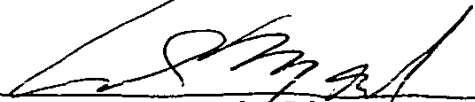
WE, being all of the Directors and all of the Shareholders of MAYNARD RICH / ABRAHAM, INC., do hereby consent to the adoption of the following Amendment to the Articles of Incorporation:

Article One is amended to read as follows:

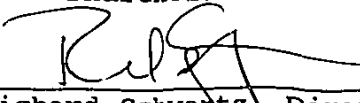
1. Name of Corporation. The present name of the Corporation is "MAYNARD RICH / ABRAHAM, INC." The name of the Corporation is hereby changed to "MAYNARD RICH ADVISORS CORP."

2. In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

W IN WITNESS WHEREOF, we hereby set our hands and seals this day of November, 1996.



Carl K. Maynard, Director and
Shareholder



Richard Schwartz, Director and
Shareholder

[Corporate Seal]