

BERGER & DAVIS, P.A.
ATTORNEYS AT LAW

\$92520

December 20, 1996

Secretary of States Office
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Cooney, Mattson, et al.,

Dear Judy:

Attached are articles of incorporation for the above named corporation. Please have them filed and provide a certificate copy of the filing.

If you have any questions, please contact me at 561-3010.
Thank you for your assistance in this matter.

Yours truly,

Berger & Davis, P.A.

E
Elizabeth Anne Moss
Legal Administrator

EAM:sm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

*Please call when
561-3010
ready for
pickup
Thanks
Amend*

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N. HENDRICKS DEC. 23. 1996

ARTICLES OF AMENDMENT
OF
COONEY, MATTSON, LANCE,
BLACKBURN & RICHARDS, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is Cooney, Mattson, Lance, Blackburn & Richards, P.A.

2. Article I, "Name and Address," of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I

Name and Address

The name of the corporation shall be COONEY, MATTSON, LANCE, BLACKBURN, RICHARDS & O'CONNOR, P.A., located at 301 East Las Olas Boulevard, 7th Floor, Fort Lauderdale, Florida, 33302."

3. Article IV, "Capital Stock," of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE IV

Capital Stock

The number of shares of stock that this Corporation is authorized to issue is Eleven Thousand (11,000). Such shares shall be divided into Ten Thousand (10,000) shares of Class A voting common stock, \$1.00 par value per share, and One Thousand (1,000) shares of Class B non-voting common stock, \$1.00 par value per share."

4. Article XI, "Amendment," of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE XI

Amendment

Any provision contained in these Articles of Incorporation may be amended, altered or repealed by the shareholders of the Corporation, subject to the rules on

class voting on amendments set forth in Section 607.0725 of the Florida Statutes, or any successor legislation, without an act of the directors, at a meeting of shareholders for which notice of the changes to be made is given, unless all of the directors and all of the shareholders sign a written consent manifesting their intention that an amendment to these Articles of Incorporation be adopted. In addition, the power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested solely in the shareholders of the Corporation."

5. The foregoing amendment was adopted by all of the Directors and Shareholders owning a majority of the shares of the Corporation eligible to vote by a Written Consent signed by them on DECEMBER 12, 1996, manifesting their intention that these amendments to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes.

6. There is only one voting group entitled to vote on the foregoing amendment. The number of votes cast for said amendment by said voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Amendment this 12 day of DECEMBER, 1996.


MICHAEL C. MATTSON, President