

BARBEE & ASSOCIATES, P.A.

Certified Public Accountants
www.barbee-cpa.com

Lakeshore Business Center, Suite 114
3201 West Commercial Blvd.
Fort Lauderdale, Florida 33309
(954) 485-0034
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Congress Business Center, Suite 106
1280 North Congress Avenue
West Palm Beach, Florida 33409
(561) 686-7752
FAX (561) 686-6045

594800

December 15, 2000

Florida Secretary of State
Divisions of Corporations
400 E. Gaines Street
Tallahassee, Florida 32399

RE: Barbee and Associates, P.A.
3201 West Commercial Boulevard, Suite 114
Fort Lauderdale, Florida 33309

Dear Sir or Madam:

Enclosed please find our Articles of Amendment to Articles of Incorporation of Barbee and Associates, P.A. We have included check number for \$43.75 for the filing fee and to provide a certified copy to be returned to our office. Please use the enclosed return self addressed envelope.

Sincerely,
BARBEE AND ASSOCIATES, P.A.

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Kit R. Becker CPA
For the firm

Enclosures

KRB

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TALLAHASSEE, FLORIDA
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BARBEE & ASSOCIATES, P.A.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Professional Service Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article I is amended to read:

The name of the corporation shall be:

BARBEE AND ASSOCIATES, INC.

SECOND: Article II is amended to read:

The corporation may engage in any lawful activity under the laws and regulations of the State of Florida.

THIRD: Article III Article III shall read:

The new principal place and registered office of business and street address of the new office of this corporation shall be:

3401 N. W. 9th Avenue
Suite 2
Fort Lauderdale, Florida 33309

FOURTH: Article IV shall read:

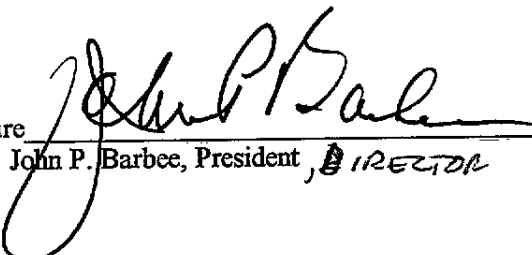
The corporation shall have the authority to issue two hundred and fifty thousand shares of common stock, in one class only, each with no par value.

FIFTH: The date of each amendment's adoption is December 15, 2000.

SIXTH: ~~The amendment~~ The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 15th day of December, 2000.

Signature


John P. Barbee, President, ~~DIRECTOR~~

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TALLAHASSEE, FLORIDA