

234407



ACCOUNT NO. : 072100000032
REFERENCE : 515414 7125032
AUTHORIZATION :
COST LIMIT : \$ PPD

97 SEP -2 AM 11:14
FILED
SEMI-ANNUAL FILING
TALLAHASSEE, FLORIDA

ORDER DATE : September 2, 1997
ORDER TIME : 12:20 PM
ORDER NO. : 515414-010
CUSTOMER NO: 7125032
CUSTOMER: Mr. Walter .. Scott
Global Office & Furniture
Post Office Box 570231
Miami, FL 33257

*None
change
amount*

700002294847--8
-09/16/97--01086--023
*****35.00 *****35.00

File 2nd

DOMESTIC AMENDMENT FILING

NAME: AUTO APPRAISAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

9/2/97
10011
10011
10011
10011

35
REC'D
97 SEP -2 PM 1:02
RECEIVED

ARTICLES OF AMENDMENT

TO ARTICLES OF INCORPORATION

OF

AUTO APPRAISAL, INC.

Page 1 of 3

July 21st, 1997

(Special Meeting to Amend
Articles of Incorporation)

FILED
97 SEP -2 AM 11: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.187 Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

1. Until this amendment, the name of the corporation was Auto Appraisal, Inc.
2. The following amendment to the Articles of Incorporation was adopted by the stockholders of the corporation on July 21st 1997, in the manner prescribed by the Florida General Corporation Act:

I. Amendment to Article I:

The Name of the Corporation is changed to:

PCMC BROKERAGE HOLDINGS, CORP.


3. II. Amendment to Article VII:

The New Directors elected are:

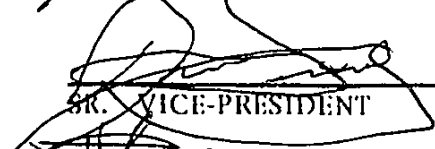
Juan Carlos Diaz
Jean D'Vlassi
Reinaldo Velez
J. V. Haydell

The Officers elected are:

Jean D'Vlassi


PRESIDENT/SECRETARY

Juan Carlos Diaz


SR. VICE-PRESIDENT

Rainaldo Velez


EXECUTIVE VICE-PRESIDENT

J.V. Haydett


VICE PRESIDENT/ASST. SECRETARY

X. FONTE


TREASURER

4. The number of shares of the corporation outstanding at the time of such adoption was fifty(50), and the number of shares entitled to vote thereon was fifty(50).
5. The number of shares voted for such amendment was fifty (50), which represents all the shares outstanding at this time. The amendment does not provide for an exchange, reclassification or cancellation of issued shares and does not provide for a change in the amount of stated capital
6. The date of the adoption of the amendment was:

07/21/97

7. (Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approved by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators /without shareholder action was not required.

Signed this 21 day of July, 1997

PCMC BROKERAGE HOLDINGS, CORP.
formerly known as
AUTO APPRAISAL, INC.

Signature [Signature] Juan Carlos Diaz
Chairman of the Board &
President/Secretary

ON THIS 21 DAY OF July, 1997 PERSONALLY APPEARED BEFORE ME, Juan Carlos Diaz, THE PERSON SIGNING THIS DOCUMENT, AND ACKNOWLEDGED TO ME THAT HE HAD EXECUTED THIS INSTRUMENT AS HIS OWN ACT AND DEED.

[Signature]
NOTARY PUBLIC