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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 24 PM 3: 05

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ASG Securities, Inc.
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lisa K. Dunn
(Name of person)

ASG Securities, Inc.
(Name of firm/company)

5401 N. Federal Hwy
(Address)

Ft. Lauderdale, FL 33308
(City/state and zip code)

400006654514--2
-07/25/02--01001--017
*****20.00 *****20.00

400006654514--2
-07/25/02--01001--018
*****15.00 *****15.00

For further information concerning this matter, please call:

Lisa K. Dunn at (954) 202-9990
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
 - \$43.75 Filing Fee & Certificate of Status
 - \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
 - \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)
- * FL HAS CHECK FOR \$15.00 THERE ALREADY

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

File 2nd

N/C
JB

V SHEPARD JUL 25 2002

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 24 PM 3:05

(Document number of corporation (if known))


1. ASG Securities Group, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware (Incorporated under laws of) 3. 1/23/02 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGE§)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? may 16, 2002
5. ASG Securities, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)
LISA K DUNN
(Typed or printed name)

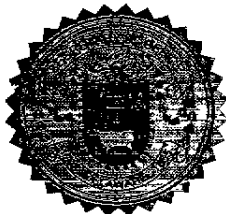
7/23/02
(Date)
TREASURER
(Title)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ASG SECURITIES GROUP, INC.", CHANGING ITS NAME FROM "ASG SECURITIES GROUP, INC." TO "ASG SECURITIES, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MAY, A.D. 2002, AT 12:30 O'CLOCK P.M.



2834828 8100

020438964

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1873304

DATE: 07-09-02

May-16-02 11:05A

STATE OF DELAWARE
SECRETARY OF STATE P.02
DIVISION OF CORPORATIONS
FILED 12:30 PM 05/16/2002
020313702 - 2834828

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ASG SECURITIES GROUP, INC.**

ASG SECURITIES GROUP, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the board, duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, That the Certificate of Incorporation of this corporation be amended by changing Article I thereof so that, as amended said Article shall be and read as follows:

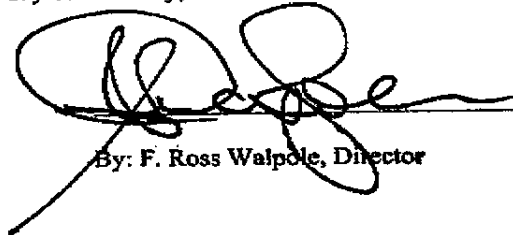
The name of the Corporation is ASG Securities, Inc. (the "Corporation")

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon written waiver of notice signed by all stockholders at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on May 16, 2002.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by F. Ross Walpole, its sole director this 22nd day of February, 2002.



By: F. Ross Walpole, Director