

F99000005956



November 13, 2001

Uniform Business Report
P.O. Box 1500
Tallahassee, FL 32302-1500

300004697803--4
-11/29/01--01011--012
*****35.00 *****35.00

Re: 1) Uniform Business Report - \$150.
2) Application to File Amendment to Application to Transact Business in Florida (Change of Name)- \$35.

Dear Sir or Madam:

Enclosed please find the above referenced documents for filing, along with our checks for the appropriate filing fees.

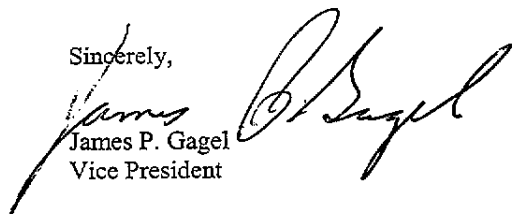
Also enclosed is an original Certificate of Good Standing for the corporation, issued by the Delaware Secretary of State on November 5, 2001.

Please be advised that since the year 2000, this corporation has undergone several changes in management and has moved from its former location in Miami Beach to its current location in Miami-Dade County. We did not receive any Uniform Business Report form or notifications, apparently due to our change of address, from which mail was not forwarded on a consistent basis. It is therefore requested that the late filing fee be waived, in accordance with pertinent regulations.

If you have any questions, please contact the undersigned.

Thank you.

Sincerely,


James P. Gagel
Vice President

FILED
01 NOV 28 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2025 N.W. 102nd Ave., Suite 107, Miami, FL 33172
Tel: 786-331-9335 ext.141 Fax: 786-331-9319
E-mail: jgagel@fiera.com

nc
T. LEWIS NOV 28 2001
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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
01 NOV 28 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Fiera Com, Inc
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE
Incorporated under laws of
3. 11-17-99
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 9/17/01

5. Fiera Group, 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.

N/A
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
New Jurisdiction

James Bagel
Signature

JAMES Bagel
Typed or printed name

9-27-01
Date

Secretary
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIERA GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FIERA GROUP, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3059503- 8300

AUTHENTICATION: 1427141

010555401

DATE: 11-05-01