

P25831

Sound Investments, Inc.
1430 Gulf Blvd. #402
Clearwater, FL 33767
(813) 441-9022
(813) 449-1625 FAX

October 27, 1997

FILED
97 OCT 29 AM 9:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Gentlemen,

Herewith enclosed find Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business In Florida, changing the name of Sound Investments, Inc. to Women's Financial Network, Inc. as well as a check in the amount of \$35.00 to cover the Filing Fee. As requested, we are providing an original certificate from the State of Delaware evidencing the amendment.

Please be sure to update your records for address and telephone number to:

1430 Gulf Blvd. #402
Clearwater, FL 33767

(813) 441-9022

8000002332388--6
-10/29/97--01055--002
*****35.00 *****35.00

Sincerely,



Gloria J. Patterson
President

N/C

VS NOV 4 1997

enclosure: Amendment Form -Profit Corporation; Original Certification of Amendment;
Copy of Certificate of Amendment; Sound Investment Check #1601 -\$35.00

(Pursuant to s. 607.1504, F.S.)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

SOUND INVESTMENTS, INC.

Name of corporation as it appears on the records of the Department of State.

STATE OF DELAWARE

Incorporated under laws of

3 AUGUST 24, 1989

Date authorized to do business in Florida

SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? AUGUST 13, 1997

5 WOMEN'S FINANCIAL NETWORK, 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

Date _____

GLORIA J. PATTERSON

Typed or printed name

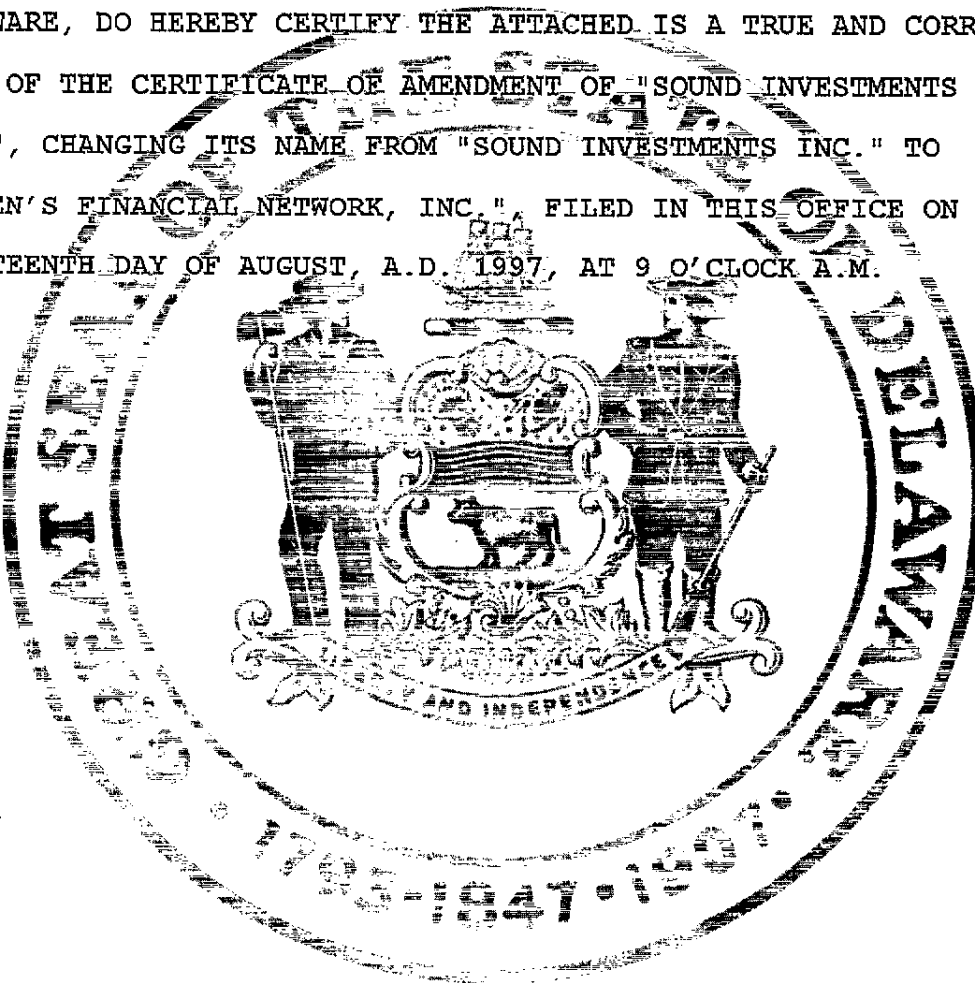
PRESIDENT

Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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 "SOUND INVESTMENTS INC.", CHANGING ITS NAME FROM "SOUND INVESTMENTS INC." TO "WOMEN'S FINANCIAL NETWORK, INC." FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF AUGUST, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2199592 8100

DATE: 8717062

971357128

10-22-97

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

SOUND INVESTMENTS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of July 15, 1997 resolutions were duly adopted setting forth a proposed amendment of 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 the Article thereof numbered "First" so that, as amended said Article shall be and read as follows:

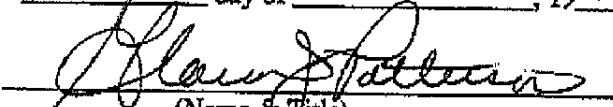
" The name of this Corporation is Women's Financial
Network, Inc.

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 notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting of the necessary number of shares as required by statute were voted in favor of the amendment.

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

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Sound Investments, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by Gloria Patterson its authorized officer this 29th day of July, 1997.


(Name & Title)
Gloria J. Patterson, President