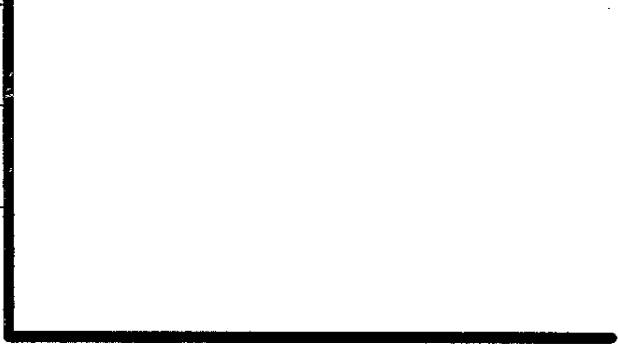


P94000067919

P.O. Drawer 145510
Coral Gables, FL 33114-5510

City/State/Zip Phone #



Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #) 700003299287--0
-06/21/00--01078--015
*****35.00 *****35.00

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment *7/10*
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FILED
00 JUL 17 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

aa 7/18



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 28, 2000

PAUL A. BAUER
P.O. DRAWER 145510
CORAL GABLES, FL 33114-5510

SUBJECT: THE BAUER GROUP, INC.
Ref. Number: P94000067919

*COPY of CHECK #3090
ENCLOSED*

We have received your document for THE BAUER GROUP, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 900A00036544

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

THE BAUER GROUP, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE #1. THE NAME OF THE CORPORATION SHALL BE:

BAUERFINANCIAL, INC.

(ONE WORD)

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

FILED
00 JUL 17 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The date of each amendment's adoption: JUNE 14, 2000

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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 approval 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 and shareholder action was not required.

Signed this 13th day of JULY, 2000

Signature *Paul A. Bauer, Chairman, President & Incorporator*
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

PAUL A. BAUER
Typed or printed name

CHAIRMAN, PRESIDENT & INCORPORATOR
Title