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15 October 1997

Florida Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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-10/20/97--01115--012
*****35.00 *****35.00

Re: Articles of Amendment to the Articles of Incorporation of **Financial Marketing Consultants, Inc. ("FMC")**

Ladies/Gentlemen:

Enclosed please find the original executed Articles of Amendment of the Articles of Incorporation for FMC, together with one (1) copy for certification by the Division of Corporations, and a check in the amount of \$35.00, made payable to the Secretary of State.

The Articles of Amendment were unanimously approved by the shareholders.

Please return the certified copy to the undersigned in the enclosed, self addressed and stamped envelope.

If you have any questions concerning the enclosed, please do not hesitate to call me. Thank you for your prompt assistance in this matter.

Very truly yours,

James D. Cullen
James D. Cullen, Esq.
General Counsel

Enclosures

c: Judith A. Schroeder / Secretary

N.C.
10-22-97
CC

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SECRETARY OF STATE
DIVISION OF CORPORATION
97 OCT 20 AM 9:20

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FINANCIAL MARKETING CONSULTANTS, INC.**

THE UNDERSIGNED, being all of the shareholders of this Corporation formed under the Florida Business Corporation Act, (the "Act") adopt the following Articles of Amendment to the Articles of Incorporation pursuant to Section 607.1006 of the Act.

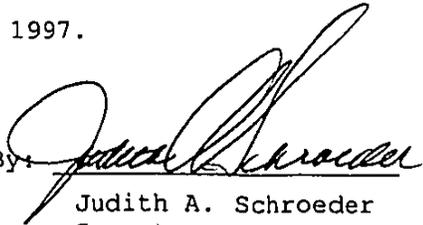
Article I

Is amended to read:

The name of this corporation is FMC Capital Markets, Inc., (the "Corporation").

The above Amendment to the Articles of Incorporation was adopted as of October 1, 1997. The number of votes cast for the Amendments to the Articles of Incorporation by the shareholders was sufficient for approval.

The effective date of these Amendments to the Articles of Incorporation shall be October 1, 1997.

By: 

Judith A. Schroeder
Secretary