

837971
JW CHARLES CLEARING CORP.
Member New York Stock Exchange, SIPC • A subsidiary of JW Charles Financial Services, Inc.

August 18, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

400002622424--2
-08/21/98--01099--002
*****96.25 *****96.25

RE: JW Charles Clearing Corp.

Dear Sir/Madam:

Enclosed please find the Application by Foreign Corporation to File Amendment to Application to Transact Business. The Amendment reflects the name change of JW CHARLES CLEARING CORP. to JWGENESIS CLEARING CORP. This name change shall be effective August 28, 1998.

Please adjust your records accordingly. Upon adjustment, please forward to me the certified copy of name change acknowledgment. The fee of \$96.25 for this service is included.

Thank you for your attention to this matter.

Sincerely,

Holly Smith

Holly Smith
Legal Assistant

/hs

(w/enclosures)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 SEP -4 PM 3:47

FILED

W98-19711
WC
KRC-9



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 27, 1998

HOLLY SMITH
JWCHARLES CLEARING CORP.
980 N. FEDERAL HWY, SUITE 210
BOCA RATON, FL 33432

SUBJECT: JW CHARLES CLEARING CORP.
Ref. Number: 837971

We have received your document for JW CHARLES CLEARING CORP. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

The date of authorization to transact business in Florida must be contained in the document.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 898A00044508

JWCHARLES CLEARING CORP.

Member New York Stock Exchange, SIPC • A subsidiary of JW Charles Financial Services, Inc.

September 2, 1998

VIA OVERNIGHT MAIL

Ms. Karen Gibson
Corporate Specialist
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32301

RE: JWGenesis Clearing Corp.
Ref. Number 837971

Dear Ms. Gibson:

In response to your letter dated August 27, 1998 concerning the above foreign corporation, enclosed please find an original Certificate of Existence from the State of Iowa, which also acknowledges that an Amendment to the Articles of Incorporation was filed changing the name of the corporation from JWCharles Clearing Corp. to JWGenesis Clearing Corp.

Upon changing your records, please submit the name change acknowledgment and certificate of good standing to my attention.

Sincerely,



Holly Smith
Legal Assistant

/hs

(w/enclosure)

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. JW CHARLES CLEARING CORP.

Name of corporation as it appears within the records of the Department of State

2. Incorporated under laws of: IOWA

3. 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?

EFFECTIVE AUGUST 28, 1998

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

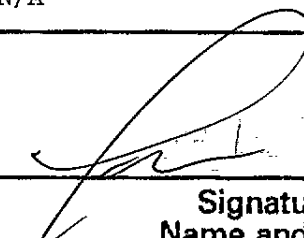
JWGENESIS CLEARING CORP.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

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

N/A


Signature
Name and Title
Marshall T. Leeds, President

8/19/98
Date

FILED
98 SEP -4 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 26, 1998
Corp. No.: 000006237
Ref. No.: 213659

IOWA

SECRETARY OF STATE

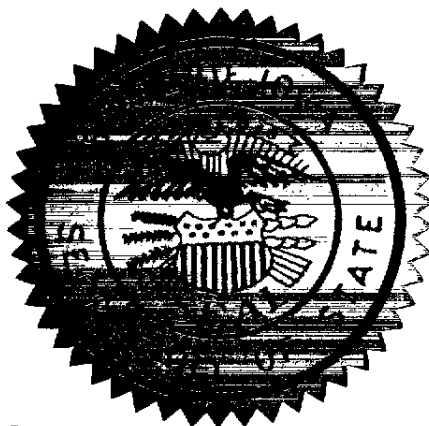
JW GENESIS CLEARING CORP.
J W CHARLES CLEARING CORP.
ATTN: HOLLY SMITH
980 N FEDERAL HWY, STE 210
BOCA RATON, FL 33432

CERTIFICATE OF EXISTENCE

Name JW GENESIS CLEARING CORP.
Date NOVEMBER 16, 1973

I, PAUL D. PATE, secretary of the state of Iowa, custodian of the records of incorporations, certify that the corporation named on this certificate is in existence and was duly incorporated under the laws of Iowa on the date printed above, with perpetual duration, that all fees required by the Iowa Business Corporation Act have been paid by the corporation, that the most recent annual corporate report required by Iowa Code chapter 490 has been filed by the secretary of state, and that articles of dissolution have not been filed.

I further certify that according to the records in this office the above listed corporation filed Articles of Amendment on August 13, 1998, effective August 28, 1998, changing the Corporate Title from: JW CHARLES CLEARING CORP. to: JW GENESIS CLEARING CORP.



Paul D. Pate

SECRETARY OF STATE