

Amherst Securities Group

F000000004998



October 5, 2000

Department of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

600003418226--4
-10/09/00--01079--002
*****52.50 *****52.50

Re: Application for Amendment
Document Number - F00000004998

Dear Sir or Madam:

Enclosed please find an Application by Foreign Corporation to File Amendment of Application for Authorization to Transact Business in Florida.

Our check in the amount of \$52.50 is attached to cover the Filing Fee, Certified Copy and Certificate of Status.

Please send the Certified Copy and Certificate of Status to the following address:

Phyllis Darrough
ASG General Partner, Inc.
1900 West Loop South, 5th Floor
Houston, TX 77027

If you have any questions, please call me at 713-888-9100.

Sincerely,

Phyllis Darrough
Compliance Administrator

Enclosures

FILED
00 NOV -1 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amherst Securities Group Inc.
1900 West Loop South
Suite 550
Houston, Texas 77027
713.888.9100
713.888.9180 FAX
800.856.1111

nc
T. LEWIS OCT 13 2000

Amherst Securities Group



October 31, 2000

Ms. Thelma Lewis
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

Re: Application for Amendment
Document #F00000004998

Dear Ms. Lewis:

Enclosed please find an original Certificate of Re: Change of Name from the State of Delaware reflecting Amherst Securities Group Inc. changing its name to "ASG General Partner, Inc.

Previously on October 5, 2000, an amendment was filed along with our check in the amount of \$52.50; however, I failed to provide the proper certificate of name change.

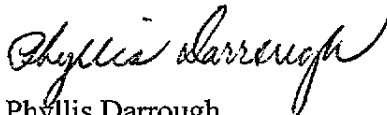
Please process our amendment and send the Certified Copy and Certificate of Status to the following address:

Phyllis Darrough
ASG General Partner, Inc.
1900 West Loop South, 5th Floor
Houston, TX 77027

Also enclosed is a copy of the amendment application.

Thank you for your help and if you have any questions please call me at 713-888-9100.

Sincerely,



Phyllis Darrough
Compliance Administrator

Enclosure

Amherst Securities Group Inc.
1900 West Loop South
Suite 550
Houston, Texas 77027
713.888.9100
713.888.9180 FAX
800.856.1111

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

FILED
00 NOV -1 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | President/CEO | Title |
|----------------|------------|
| Mr. [REDACTED] | [REDACTED] |

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 THAT THE SAID "AMHERST SECURITIES GROUP INC.", FILED A ~~CERTIFICATE OF~~ AMENDMENT, CHANGING ITS NAME TO "ASG GENERAL PARTNER, INC.", THE THIRTEENTH DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.





Edward J. Freel, Secretary of State

2317613 8320

001540232

AUTHENTICATION: 0759244

DATE: 10-27-00

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
AMHERST SECURITIES GROUP INC.**

Pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, Amherst Securities Group Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Board of Directors of the Corporation, by unanimous consent pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, adopted a resolution setting forth and declaring advisable the following proposed amendment to the Certificate of Incorporation of the Corporation.

Article I of the Certificate of Incorporation shall be amended to read in its entirety as follows:

"The name of the corporation is ASG General Partner, Inc."

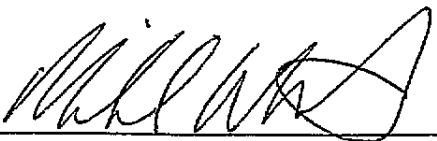
SECOND: That thereafter, pursuant to resolution of the Board of Directors, the proposed amendment was submitted to the stockholders of the Corporation, and the necessary number of shares as required by statute was voted in favor of the amendment.

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

FOURTH: That this Certificate of Amendment shall be effective upon the filing hereof.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to its Certificate of Incorporation to be executed effective as of the 20th day of September, 2000.

AMHERST SECURITIES GROUP INC.

By: 
Michael W. Weathers, President