Amherst Securities Group

F000000004998



October 5, 2000

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

600003413226--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
SECRETARY OF STATE
SECRETARY OF STATE

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

OCT 1 3 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 <u>Certificate of Re: Change of Name</u> 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

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

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

SECTION I (1-3 MUST BE COMPLETED)		調工点
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1. AMHERST SECURITIES GROUP	P_INC.	95, 13
	n the records of the Department of State.	三 意子 と
	-	•
2. Delaware	3. September 1, 2000	
Incorporated under laws of	Date authorized to do busin	ess in Florida
•		
SEC	TION II	
. (4-7 COMPLETE ONLY	THE APPLICABLE CHANGES	
4. If the amendment changes the name of the corporation	n, when was the change effected ur	nder the laws of
its jurisdiction of incorporation? September 20,	2000	
its juited of the of polation.	· ÷ ·	
5. ASG General Partner, Inc.		
Name of corporation after the amendment, adding suffix "corpora	tion" "company" or "incorporated," or app	propriate abbreviat ion, if
not contained in new name of the corporation.		
6. If the amendment changes the period of duration, indi	icate new period of duration.	
	•	
· ·		
New	Duration	
If the amendment changes the jurisdiction of incorpor	ration, indicate new jurisdiction.	
New.	Jurisdiction	·
	0-1-1 5 2000	
Signature	October 5, 2000	.n-
· Orginatio	Date	
Michael W. Weathers	President/CEO	
Typed or printed name	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 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

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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.

Michael W. Weathers, President