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CT CORPORATION

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2. Ryan, Beck & Co., LLC		 <u></u>		.
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660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fox 850 222 7615

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

APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1504, F.S.) SECTION I (1-3 MUST BE COMPLETED) F02000004826 (Document number of corporation (if known) OC & BR, Inc. (Name of corporation as it appears on the records of the Department of State) September (Date authorized to do business in Florida) (Incorporated under laws of) 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? September 30, 2002 Ryan Beck & Co., Inc. (Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation) 6. If the amendment changes the period of duration, indicate new period of duration. (New duration) 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction. (New jurisdiction) (Signature of the chairman or vice chairman of the head, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

STATE OF NEW JERSEY DEPARTMENT OF TREASURY CERTIFICATE RELATIVE - MERGER WITH NAME CHANGE

OC & BR, INC.

Changing name in Merger To

RYAN BECK & CO., INC.

I, the Treasurer of the State of New Jersey,
do hereby certify, that the above-named
New Jersey Domestic Profit Corporation
did on the 30th day of September, 2002 file and record
in this department a Certificate of Merger of
RYAN, BECK & CO., LLC
into OC & BR, INC.
changing name in merger to
RYAN BECK & CO., INC.
which is the surviving corporation. This Certificate is
herein issued as by the statutes of this State required.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
29th day of October, 2002

John E McCormac, CPA State Treasurer