F04000006791

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05/11/05--01024--002 **35.00

N.C.

C. Coulliette MAY 2 0 2005

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: G.C. ANDERSEN PARTNERS CAPITAL CORP.
(Name of corporation)

DOCUMENT NUMBER: F04000006791

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

G. CHRIS ANDERSEN
(Name of person)

G.C. ANDERSEN PARTNERS CAPITAL CORP
(Name of firm/company)

1330 AVENUE OF THE AMERICAS, 36TH FL.
(Address)

NEW YORK, NY 10019
(City/state and zip code)

For further information concerning this matter, please call:

RUSS STRAWNEY at (212) 842 1600
(Name of person) (Area code & daytime telephone number)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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.)

FILED
05 MAY 11 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. ANDERSEN WEINROTH CAPITAL CORPORATION
(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE
(Incorporated under laws of)

3. 12/22/04 - BRANCH OFFICE
(Date authorized to do business in Florida)
05/25/99 - BROKER-DEALER PRIVATE PLACEM

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? 02/03/05

5. G.C. ANDERSEN PARTNERS CAPITAL CORPORATION
(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 board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

04/20/05
(Date)

RUSSELL J. STEWARD
(Typed or printed name)

COO
(Title)

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ANDERSEN WEINROTH CAPITAL CORPORATION", CHANGING ITS NAME FROM "ANDERSEN WEINROTH CAPITAL CORPORATION" TO "G.C. ANDERSEN PARTNERS CAPITAL CORPORATION", FILED IN THIS OFFICE ON THE THIRD DAY OF FEBRUARY, A.D. 2005, AT 12:39 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2842924 8100

050089554

AUTHENTICATION: 3660847

DATE: 02-03-05

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

ANDERSEN WEINROTH CAPITAL CORPORATION

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is Andersen Weinroth Capital Corporation.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article the following new Article:

"ARTICLE I

Corporate Name

The name of the corporation shall be:

G.C. Andersen Partners Capital Corporation"

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Russell Steward, Chief Operating Officer

1287609.1

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:00 PM 02/03/2005
FILED 12:39 PM 02/03/2005
SRV 050089554 - 2842924 FILE