

F95000000329

GINTEL ASSET MANAGEMENT, INC.

8 GREENWICH OFFICE PARK, GREENWICH, CT 06831-5187
(203) 822-6400 • FAX (203) 822-6848

FILED
97 SEP 23 AM 8:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

September 16, 1997

Florida Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please find enclosed the application for amendment, an original certificate from the state of Connecticut evidencing this amendment, and a check for \$35.00 to cover the filing fee.

Any correspondence can be sent to the address shown above in the letterhead. The phone number where you can reach me is (203) 622-6400.

Thank you for your assistance in this matter.

Sincerely,


Stephen G. Stavrides
President

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-09/23/97--01028--001
*****35.00 *****35.00

N/C

VS SEP 30 1997

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)

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1. Gintel Equity Management, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Connecticut 3. 1/20/95
Incorporated under laws of 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? 10/11/96
5. Gintel Asset Management, 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

9/17/97
Date

Stephen G. Stavrides
Typed or printed name

President
Title

STATE OF CON.
SECRETARY OF THE STATE

Gintel Equity Management, Inc.

1. Name of Corporation

2. The Certificate of Incorporation is: (Check One)

- A. Amended only, pursuant to Conn. Gen. Stat. §33 - 473.
 B. Amended and restated, pursuant to Conn. Gen. Stat. §33 - 474(c).
 C. Restated only, pursuant to Conn. Gen. Stat. §33 - 474(a).

(Set forth here the resolution of amendment and/or restatement. Use a 8 1/2 X 11 attached sheet if more space is needed). Resolved, that Article One of the Certificate of Incorporation be, and hereby is, amended to read as follows:

Article I. Gintel Asset Management, Inc.

- D. Restated and superseded pursuant to Conn. Gen. Stat. §33 - 474(d).
(Set forth here the resolution of amendment and/or restatement. Use a 8 1/2 X 11 attached sheet if more space is needed).

(If 2A is checked, go to 5 to complete this certificate. If 2B or 2C is checked, complete 3A or 3B. If 2D is checked, complete 4)

3 (Check one)

- A. This certificate purports merely to restate but not to change the provisions of the original Certificate of Incorporation as supplemented and amended to date, and there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented and amended to date, and the provisions of this Restated Certificate of Incorporation. (If 3A is checked, go to 5 and complete this certificate).
 B. This Restated Certificate of Incorporation shall give effect to the amendment(s) and purports to restate all those provisions now in effect not being amended by such new amendment(s). (If 3B is checked, check 4 if true, and to 5 to complete this Certificate).

4. (Check, if true)

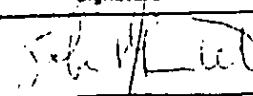
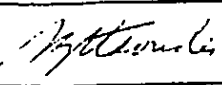
- This restated Certificate of Incorporation was adopted by the greatest vote which would have been required to amend any provision of the Certificate of Incorporation as in effect before such vote and supersedes such Certificate of Incorporation.

5. The manner of adopting the resolution was as follows:

- A. By the board of directors and members, pursuant to Conn. Gen. Stat. 133 - 473.
 Vote of Members: (Check (i) or (iii)).
- (i) No members are required to vote as a class; the member's vote was as follows:
 Vote Required for Adoption 100% Vote Favoring Adoption 100%
- (iii) There are members of more than one class entitled to vote as class. The designation of each class required for adoption of the resolution and the vote of each class in favor of the adoption were as follows:
 (Use an 8 1/2 x 11 attached sheet if more space is needed).

- B. By the board of directors acting alone, pursuant to Conn. Gen. Stat. 133 - 473(b)(2).
 The number of affirmative votes required to adopt such resolution is: _____
 The number of directors' votes in favor of the resolution was: _____

We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true:

(Print or Type)	Signature	(Print or Type)	Signature
Name of Pres. / V. Pres. Robert Gintel CEO		Name of Pres. / V. Pres. Stephen G. Stavrides President	

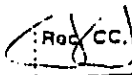
- C. The resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all applicants for membership entitled to vote.

We at least two-thirds of the incorporators hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

Signed	Signed	Signed
Signed	Signed	Signed

Dated at _____ this _____ day of _____, 19 _____

APPROVED by all applicants for membership, if none, so state:
 (Use an 8 1/2 X 11 attached sheet if more space is needed)

Rec CC, GS: (Type or Print)

 CSC NETWORKS
 PRENTICE HALL
 LEGAL & FINANCIAL SERVICES
 30 High Street
 Hartford, CT 06109

Please provide filer's name and complete address for mailing receipt

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 14th day of August A.D. 1997

Walter S. Reppeport
SECRETARY OF THE STATE *ms*

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STATE OF CONNECTICUT } CS. HARTFORD
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Walter S. Rappaport
SECRETARY OF THE STATE *ms*