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**GINTEL ASSET MANAGEMENT, INC.**

8 GREENWICH OFFICE PARK, GREENWICH, CT 06831-5187  
(203) 822-6400 • FAX (203) 822-6648

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

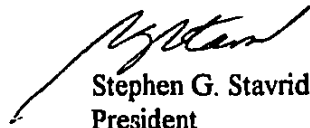
Dear Sir or Madam:

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

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

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**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

5/17/97  
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%

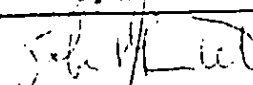
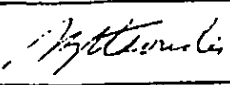
(iii) ☐ There are members of more than one class entitled to vote as class. The designation of each class required for adoption of the resolution and the vote of each class in favor of the adoption were as follows:  
(Use an 8 1/2 x 11 attached sheet if more space is needed).

- ☐ 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 06103

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 14<sup>th</sup> day of August A.D. 1997

Walter S. Rapoport  
SECRETARY OF THE STATE *ms*

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Previous page



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

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Walter S. Rappaport  
SECRETARY OF THE STATE *ms*