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BASIC AMENDMENT

GBI CAPITAL PARTNERS INC.

Certificate of Status	0
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Page Count	02
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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)

1. GBI Capital Partners Inc.
Name of corporation as it appears on the records of the Department of State
2. Incorporated under the laws of: New York
3. Date authorized to do business in Florida: January 26, 1995

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? October 1, 2001
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:
Ladenburg Capital Management Inc.
6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Signature
Richard J. Rosenstock
Name

October 1, 2001
Date
President and Chief Executive Officer
Title

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62469.2

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State of New York
Department of State | **ss:**

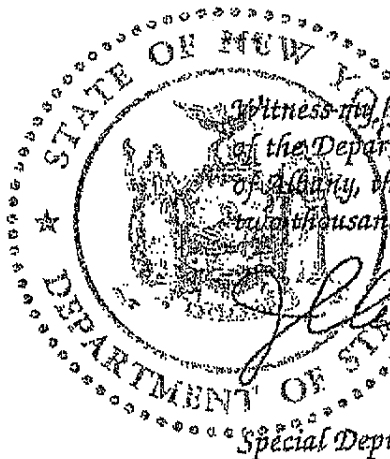
I hereby certify, that the Certificate of Incorporation of LADENBURG CAPITAL MANAGEMENT INC. was filed on 09/23/1983, under the name of GAINES, BERLAND, SHAFFER & SILVERSHAIN, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment GAINES, BERLAND, SHAFFER & SILVERSHAIN, INC., changing its name to GAINES, BERLAND INC., was filed 05/25/1984.

A Certificate of Amendment GAINES, BERLAND INC., changing its name to GBI CAPITAL PARTNERS INC., was filed 06/09/2000.

A Certificate of Amendment GBI CAPITAL PARTNERS INC., changing its name to LADENBURG CAPITAL MANAGEMENT INC., was filed 10/01/2001.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 01st day of October
two thousand and one.



[Signature]
Special Deputy Secretary of State

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