



F96000006116

DEVISERS

2516 W. KENNEDY BLVD.
TAMPA, FL 33609
813.871.5302 PHONE
813.871.5173 FAX

000002418860--9
-02/02/98--01097--022
*****35.00 *****35.00

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

Dear Sir/Madam:

Enclosed is an Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida. Also enclosed is a check for \$35 for the filing fee and an original certificate from Delaware evidencing the name change.

If there are any questions regarding this amendment you may contact Stan Skarda at (813)871-5302. The acknowledgement should be sent to my attention at:

Devisers, L.P.
2516 W. Kennedy Blvd.
Tampa, FL 33609

Thank you for your attention to this matter.

Sincerely,

Stanley E. Skarda

Stanley E. Skarda, CFO

FILED
98 FEB - 2 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

n/c Amend

JS 2/4

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)

FILED
98 FEB -2 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. EVEREST FINANCIAL SOLUTIONS, INC.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. OCTOBER 31, 1996
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? AUGUST 19, 1997
5. DEVISERS, 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


Stanley E. Skarda 1-9-98
Signature Date

STANLEY E. SKARDA CFO/DIRECTOR
Typed or printed name Title

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 "EVEREST FINANCIAL SOLUTIONS, INC.", CHANGING ITS NAME FROM "EVEREST FINANCIAL SOLUTIONS, INC." TO "DEVISERS, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF AUGUST, A.D. 1997, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2559640 8100

AUTHENTICATION: 8882219

981014106

DATE: 01-23-98

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
EVEREST FINANCIAL SOLUTIONS, INC.**

EVEREST FINANCIAL SOLUTIONS, INC., a corporation organized and existing under and by virtue of the general corporation law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: The Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on November 7, 1995.

SECOND: A Certificate of Amendment to the Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on July 15, 1997.

THIRD: That the Board of Directors of said Corporation, at a meeting duly convened and held, adopted the following resolution:

RESOLVED, that the Board of Directors hereby declares it advisable and in the best interest of the Corporation that Paragraph 1 of the Certificate of incorporation be amended to read as follows:

"1. The name of the Corporation is DEVISERS, INC."

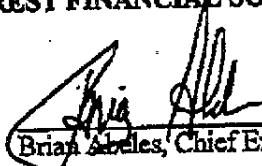
FOURTH: That the said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

FIFTH: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, EVEREST FINANCIAL SOLUTIONS, INC. has caused this Certificate of Amendment to the Certificate of Incorporation to be executed by Brian Abeles, its Chief Executive Officer, this 20th day of August, 1997.

EVEREST FINANCIAL SOLUTIONS, INC.

By:


Brian Abeles, Chief Executive Officer