



PREFERRED CAPITAL MARKETS, INC.

220 MONTGOMERY STREET, SUITE 777, SAN FRANCISCO, CALIFORNIA 94104 TEL: 415-733-3000 TEL: 800-949-0205 FAX: 415-781-5215

March 13, 1998
F 970000006213

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

700002458017--0
-03/16/98--01061--027
*****35.00 *****35.00


Re: Name Change - Preferred Capital Markets, Inc.

Dear Sir or Madam,

In regard to your request concerning Preferred Capital Market, Inc.'s recent name change, I have enclosed a certified copy of the amendment to the Articles of Incorporation, executed a copy of the required form, and a check in the amount of \$35.

Please contact me if you have any questions concerning this submission,

Respectfully yours,


Stephen Squire
Director of Compliance

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

CM
F 970000006213
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4/16/98
3-16-98

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. Preferred Technology, Inc.
Name of corporation as it appears on the records of the Department of State.
2. California 3. May 24, 1997
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? January 9, 1998
5. Preferred Capital Markets, 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.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

APPROVED
AND
FILED
98 MAR 16 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Signature

Date

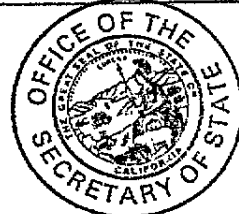
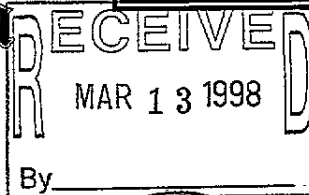
Glenn McCrae
Typed or printed name

Senior Managing Director
Title

State of California



SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

MAR 12 1998



Bill Jones

Secretary of State

110852771

1108529
CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PREFERRED TECHNOLOGY, INC.

FILED
In the office of the Secretary of State
of the State of California

JAN 9 1998

Bill Jones
BILL JONES, Secretary of State

The Undersigned hereby certify that:

1. They are the President and Secretary, respectively, of PREFERRED TECHNOLOGY, INC., a California corporation.

2. ARTICLE FIRST of this corporation's ARTICLES OF INCORPORATION filed with the California Secretary of State on April 7, 1982, No. 1108529, is hereby stricken and is amended to read as follows:

"FIRST: The name of this corporation is PREFERRED CAPITAL MARKETS, INC."

3. The foregoing Amendment to the ARTICLES OF INCORPORATION has been duly and unanimously approved by the Board of Directors and one hundred percent (100%) of the shareholders of the corporation.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this CERTIFICATE are true and correct of our own knowledge.

DATE: January 8, 1998

Michael W. Engmann
Michael W. Engmann
President

Douglas J. Engmann
Douglas J. Engmann
Secretary

