

F98000006338

SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 MAR -3 PH 3:46

(Requestor's Name)

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Martin Group, Inc.
(Name of corporation)

DOCUMENT NUMBER: F98000006338

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lila A. Eilts
(Name of person)

Martin Group, Inc.
(Name of firm/company)

1515 N Sanborn Blvd
(Address)

Mitchell SD 57301-1021
(City/state and zip code)

For further information concerning this matter, please call:

Wayne Crosby at (605) 996-9646
(Name of person) (Area code & daytime telephone number)

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

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

February 12, 2003

LILA A. EILTS
MARTIN GROUP, INC.
1515 N. SANBORN BLVD.
MITCHELL, SD 57301-1021

SUBJECT: D. MARTIN AND ASSOCIATES, INC.
Ref. Number: F98000006338

We have received your document for D. MARTIN AND ASSOCIATES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 603A00009417

DIVISION OF CORPORATIONS

03 MAR -3 AM 9:23

RECEIVED

-ordered 2/21/03

signature

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)

F98000006338
Document Number of Corporation (If known)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 MAR -3 PM 3:45

1. D. Martin and Associates, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. South Dakota (Incorporated under laws of) 3. 11-18-1998 (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? Jan. 3, 2001
5. Martin Group, 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)

Bruce D. Herman
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

1-24-03
(Date)

Bruce D. Herman
(Typed or printed name)

Vice President/Secretary
(Title)

State of South Dakota



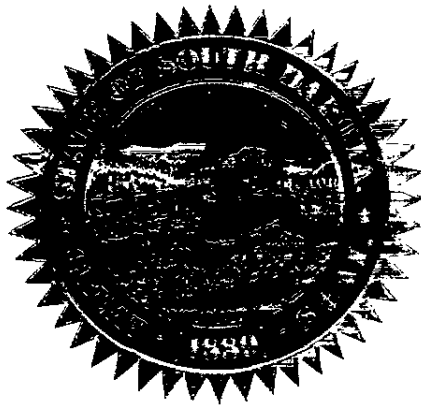
OFFICE OF THE SECRETARY OF STATE

Certificate of Fact

ORGANIZATIONAL ID #: DB016390

I, **Chris Nelson**, Secretary of State of the State of South Dakota, do hereby certify that **Articles of Amendment for MARTIN AND ASSOCIATES, INC. changing its name to MARTIN GROUP, INC.** was filed with our office on **January 3, 2001**.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this February 25, 2003.



Chris Nelson

Chris Nelson
Secretary of State

SECRETARY OF CORPORATION
DIVISION OF CORPORATION
03 MAR -3 PM 3:46

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Bruce D. Herman, do hereby certify
(Name)

that this Resolution of the Board of Directors of Martin Group, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of South Dakota,

was duly adopted on Feb. 1, 19 79.

Be it resolved, that Martin Group, Inc.,
(Corporate Name)

organized and existing in the State of South Dakota, hereby adopts the name

Martin Group, Inc. of South Dakota for use in Florida.

Dated: Feb. 24, 2003

Bruce D. Herman
Signature of either Chairman, Vice Chairman or any officer

Bruce D. Herman V.P./CFO
Type or print name