

F99000000253

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ANDREW J. CREIGHTON

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October 18, 1999

VIA FEDERAL EXPRESS

Amendment Section

Division of Corporations

409 E. Gaines Street

Tallahassee, FL 32399

200003018122--4

-10/19/99-01039-002

*****43.75 *****43.75

Re: C. G. Sloan & Company, Inc.

Ladies and Gentlemen:

Enclosed on behalf of C. G. Sloan & Company, Inc. (the "Company") are the following documents relating to the Company's amendment to its application for authorization to transact business in Florida:

1. A Profit Corporation Application By Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida reflecting that the Company has changed its name to Sloans Auction Galleries Ltd.
2. An original certificate from the Secretary of State of Delaware evidencing the change in the Company's name.
3. A check made payable to the Florida Department of State in the amount of \$43.75, of which \$35 is for the filing fee and \$8.75 is for a certified copy of the amendment.

Please return a certified copy of the amendment to me at your earliest convenience in the enclosed self addressed stamped envelope. Please call me if you have any questions or require additional information concerning this matter.

Very truly yours,

Andrew J. Creighton
Andrew J. Creighton

AJC/kas

Enclosures

cc: Mr. Dale E. Mitchell (w/encl.) (via facsimile)
Mr. Jeffrey L. Neuman (w/encl.) (via mail)
Roger C. Cohen, Esq. (w/o encl.)

FILED
99 NOV -9 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc

T. LEWIS NOV 9 1999

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November 5, 1999

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

Re: C.G. Sloan & Company, Inc. (Ref. No.: F99000000253)

Ladies and Gentlemen:

Enclosed on behalf of C.G. Sloan & Company, Inc. (the "Company") are the following documents relating to the Company's amendment to its application for authorization to transact business in Florida:

1. A letter dated October 28, 1999 from you to me.
2. A Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida reflecting that the Company has changed its name to Sloans Auction Galleries Ltd. The Company, as requested in your October 28, 1999 letter, has added the suffix "Co." to its name for purposes of the application.
3. An Original Certificate from the Secretary of State of Delaware evidencing the change in the Company's name.

A check made payable to the Florida Department of State in the amount of \$43.75, of which \$35 is for the filing fee and \$8.75 is for a certified copy of the amendment, has been received by you as indicated in your October 28, 1999 letter. Please return a certified copy of the amendment to me at your earliest convenience in the enclosed self-addressed, stamped envelope. Please call me if you have any questions or require additional information concerning this matter.

Very truly yours,


Andrew J. Creighton

AJC/kas
Enclosures

cc: Mr. Dale E. Mitchell (w/encl.) (via facsimile)
Mr. Jeffrey L. Neuman (w/encl.) (via mail)
Roger C. Cohen, Esq. (w/o encl.)



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 28, 1999

ANDREW J. CREIGHTON, ESQ.
BALLARD SPAHR ANDREWS & INGERSOLL, LLP
1225 17TH STREET, SUITE 2300
DENVER, CO 80202-5596

SUBJECT: C. G. SLOAN & COMPANY, INC.
Ref. Number: F99000000253

We have received your document for C. G. SLOAN & COMPANY, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 199A00051853

RECEIVED
99 NOV -9 PM 2:36
DIVISION OF CORPORATIONS

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. C.G. Sloan & Company, Inc.

Name of corporation as it appears on the records of the Department of State.

2. Delaware

Incorporated under laws of

3. January 13, 1999

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? September 21, 1999

5. Sloans Auction Galleries Ltd. Co.

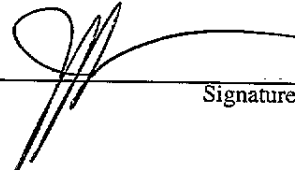
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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
Jeffrey L. Neuman
Typed or printed name

Date
President
Title

FILED
99 NOV -9 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 CERTIFICATE OF MERGER, WHICH MERGES:

"SLOAN'S GALLERIES AQUISITION CORPORATION", A COLORADO CORPORATION,

WITH AND INTO "C. G. SLOAN & COMPANY, INC." UNDER THE NAME OF "SLOANS AUCTION GALLERIES LTD.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



Edward J. Freel

Edward J. Freel, Secretary of State

2565268 8330

991427004

AUTHENTICATION:

0017356

DATE:

10-08-99