

F99000005848
NBC Capital Markets Group, Inc.
A Subsidiary of National Bank of Commerce, Memphis, Tennessee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN -7 PM 3:28

December 28, 2001

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

Re: Change of Name

900004755389--7
-01/07/02--01041--010
*****52.50 *****52.50

Dear Sir or Madam:

Enclosed is an application to file a name change amendment, an original certificate of incorporation from the State of Tennessee evidencing the name change from NBC Capital Markets Group, Inc. to Fenesco Financial Enterprises, Inc. and a check in the amount of \$52.50 for the filing fee (\$35.00), Certified Copy (\$8.75) and Certificate of Status (\$8.75).

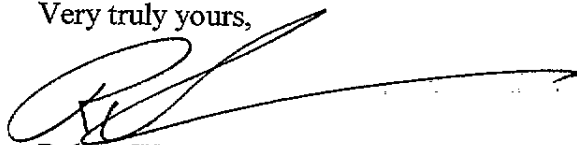
Please be aware that we use the name NBC Capital Markets Group as a trade name. We are now NBC Capital Markets Group, a division of Fenesco Financial Enterprises, Inc.

Please mail the requested documents to the following address:

Ms. Kelly D. Mills
NBC Capital Markets Group
850 Ridge Lake Blvd., Suite 400
Memphis, TN 38120

If you have any questions please do not hesitate to contact me at (901) 842-3801.

Very truly yours,



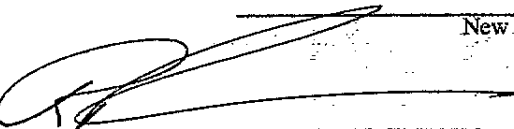
Robert Wayne McPherson
General Counsel

N/C

V SHEPARD JAN 11 2002

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New Jurisdiction


Signature

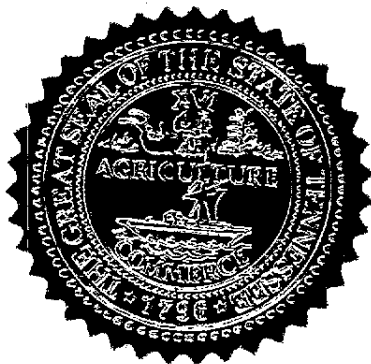
12/28/01
Date

Robert W. McPherson
Typed or printed name

General Counsel
Title



I, RILEY C. DARNELL, Secretary of State of the State of Tennessee,
do hereby certify that Articles of Amendment to the Charter of
NBC CAPITAL MARKETS GROUP, INC.
were filed in this office on March 27, 2001, changing the name to
FENESCO FINANCIAL ENTERPRISES, INC.



In Witness Whereof, I have hereto affixed my
signature and the Great Seal of the State, at
Nashville, this 9th day of October
in the year of our Lord two thousand one

Riley C. Darnell
Secretary of State
by Deborah S. Cherry