OZ JAN -> PH 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

No

PROFIT CORPORATION

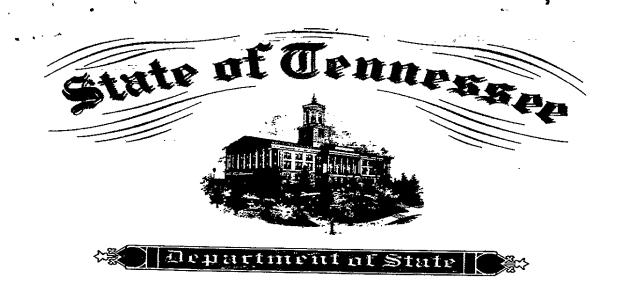
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I (1-3 MUST BE COMPLETED)

1. NBC Capital Markets Group, Inc.	· · · · · · · · · · · · · · · · · · ·
Name of corporation as it appears on the re	records of the Department of State.
2. State of Tennessee	3. 11/12/99
Incorporated under laws of	Date authorized to do business in Florida
SECTION (4-7 COMPLETE ONLY THE A	
4. If the amendment changes the name of the corporation, who	nen was the change effected under the laws of
its jurisdiction of incorporation? March 27, 2001	•
5. Fenesco Financial Enterprises, Inc. Name of corporation after the amendment, adding suffix "corporation" not contained in new name of the corporation.	"company" or "incorporated," or appropriate abbreviation, if
6. If the amendment changes the period of duration, indicate 1	new period of duration.
New Durat	ition
7. If the amendment changes the jurisdiction of incorporation	ı, indicate new jurisdiction.
New Jurisdic Signature	iction 128/01 Date
Robert W. McPherson	General Counsel
Typed or printed name	Title

Typed or printed name



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

Secretary of State

by Deborah S. Chang

SS-4449