

F 99000005848

(Requestor's Name)

Capital Markets Group, Inc.
An Affiliate of National Bank of Commerce, Memphis, TN

850 RIDGE LAKE BLVD. STE. 400 • MEMPHIS, TENNESSEE 38120

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

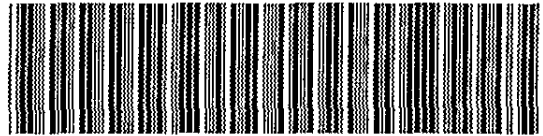
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400013539254

03/10/03--01023--006 **35.00

FILED
03 MAY 19 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/20

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

May 9, 2003

Florida Department of State
Ms. Anna Chestnut
P.O. Box 6327
Tallahassee, FL 32314

Subject: NBC Capital Markets Group, Inc.

Dear Ms. Chestnut:

As we discussed on Friday, May 09, enclosed for you is the Articles of Amendment, changing our name from Fenesco Financial Enterprises, Inc. to NBC Capital Markets Group, Inc.

If you have any questions, comments or suggestions, or if we may provide you with any additional information, please do not hesitate to contact me at (901) 842-3817.

Very truly yours,


Charity L. Parimore
Legal and Compliance Specialist



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 21, 2003

NBC CAPITAL MARKETS GROUP, INC.
850 RIDGE LAKE BLVD., STE 400
MEMPHIS, TN 38120

SUBJECT: FENESCO FINANCIAL ENTERPRISES, INC.
Ref. Number: F99000005848

We have received your document for FENESCO FINANCIAL ENTERPRISES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 245-6908.

Anna Chesnut
Document Specialist

Letter Number: 003A00024022

DIVISION OF CORPORATIONS

03 MAY 19 AM 9:33

RECEIVED

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

April 02, 2003

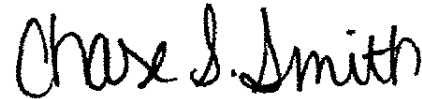
Florida Department of State
Anna Chesnut
P.O. Box 6327
Tallahassee, FL 32314

Subject: Corrected Application to Amendment for Authorization to Transact
Business in Florida

Dear Ms. Chesnut,

Enclosed you will find the Application corrected to the changes that we discussed. If you have any questions, suggestions, or comments, please contact me at (901) 842-3780. I apologize for any inconvenience.

Very truly yours,



Chase S. Smith
Compliance Specialist



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 18, 2003

NBC CAPITAL MARKETS GROUP, INC.
% CHASE SMITH
850 RIDGE LAKE BLVD., STE 400
MEMPHIS, TN 38120

SUBJECT: FENESCO FINANCIAL ENTERPRISES, INC.
Ref. Number: F99000005848

We have received your document for FENESCO FINANCIAL ENTERPRISES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please correct dates in Blocks 3 and 4. A computer printout is enclosed.

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) 245-6908.

Anna Chesnut
Document Specialist

Letter Number: 003A00016741

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

March 4, 2003

Florida Secretary of State
Amendment Section
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Name Change:
Fenescio Financial Enterprises, Inc.
to NBC Capital Markets Group, Inc.
Tax ID# 62-1282332

Dear Sir or Madam:

Enclosed for you is a completed Profit Corporation Application, a Name change Amendment for NBC Capital Markets Group, Inc. and a check in the amount of thirty five dollars (\$35.00).

If you have any questions, comments or suggestions, or if we may provide you with any additional information, please do not hesitate to contact me at (901) 842-3817.

Very truly yours,


Charity L. Parimore
Legal & Compliance Specialist

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)

(Document number of corporation (if known))

1. Fenescio Financial Enterprises, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Tennessee

(Incorporated under laws of)

3. November 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? May 16, 2002

5. NBC Capital Markets Group, Inc.

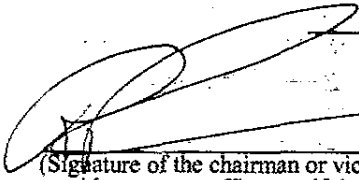
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(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)

Robert Wayne McPherson
(Typed or printed name)

3/3/03
(Date)

General Counsel
(Title)

FILED
03 MAY 19 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1505 0207

**ARTICLES OF AMENDMENT
TO THE CHARTER OF
FENESCO FINANCIAL ENTERPRISES, INC.**

FILED

2002 MAY 15 AM 8:57

SECRETARY OF STATE

THE UNDERSIGNED, pursuant to the Tennessee Business Corporation Act and pursuant to the Charter and Bylaws of Fenesco Financial Enterprises, Inc. hereby submits this amendment to the Charter of the corporation, changing the name of the corporation from Fenesco Financial Enterprises, Inc. to NBC Capital Markets Group, Inc. and states as follows:

1. The name of the corporation presently on record is Fenesco Financial Enterprises, Inc.
2. The new name of the corporation is NBC Capital Markets Group, Inc.
3. The amendment shall be effective immediately upon the filing of these Articles of Amendment with the Secretary of State of Tennessee.
4. This amendment was duly adopted by valid acts of the directors and shareholders of the corporation on May 7, 2002.
5. The corporation is for profit.



Robert Wayne McPherson
General Counsel

Secretary of State
Division of Business Services
312 Eighth Avenue North
Room, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 05/16/02
REQUEST NUMBER: 4505-0207
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 05/15/02 0857
EFFECTIVE DATE/TIME: 05/15/02 1630
CONTROL NUMBER: 0165501

TO:
NBC CAPITAL MARKETS GROUP
850 RIDGE LAKE BLVD
STE 400
MEMPHIS, TN 38120

RE:
NBC CAPITAL MARKETS GROUP, INC.
ARTICLES OF AMENDMENT TO THE CHARTER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE
OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS
PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF AMENDMENT TO THE CHARTER

ON DATE: 05/16/02

FROM:
NBC CAPITAL MARKETS GROUP, INC
850 RIDGE LAKE BLVD
STE 400
MEMPHIS, TN 38120-0000

RECEIVED:	FEES	
	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00
RECEIPT NUMBER:		00003089026
ACCOUNT NUMBER:		00300259



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



Tom Leatherwood
Shelby County Register

As evidenced by the instrument number shown below, this document
has been recorded as a permanent record in the archives of the
Office of the Shelby County Register.

02092920	
05/04/2002 - 09:40 AM	
1 PGS : R - CHARTER NAME CHANGE IN SY	
FRED 00045400-2092820	
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	5.00
DP FEE	2.00
REGISTER'S FEE	0.00
WALK THRU FEE	0.00
TOTAL AMOUNT	7.00
STATE OF TENNESSEE, COUNTY OF SHELBY	
TOM LEATHERWOOD	
REGISTER OF DEEDS	
COMMERCIAL DEEDS	