

G80406

HENRY C. MALON
ATTORNEY AT LAW

44 WALL STREET
NEW YORK, N.Y. 10005

(212) 483-9600

VIA FEDEX

February 8, 2000

Department of State, State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
00 MAR -3 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: J.W. Barclay & Co., Inc.

Ladies / Gentlemen:

Enclosed for filing is an amendment to the articles of incorporation of J.W. Barclay & Co., Inc., together with my check in the amount of \$43.75 in payment of the filing fee (\$35.00) and a certified copy of the amendment (\$8.75) after it has been filed.

Please send the certified copy to me at the address set forth above.

Yours very truly,


Henry C. Malon

HCM:cg

Enclosures

400003131884--9
-02/10/00--01113--005
*****43.75 *****43.75

Amend.

V. SHEPARD MAR 8 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 18, 2000

HENRY C. MALON
44 WALL ST.
NEW YORK, NY 10005

SUBJECT: J. W. BARCLAY & CO., INC.
Ref. Number: G80406

We have received your document for J. W. BARCLAY & CO., INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 800A00008847

Rec'd 3/3

HENRY C. MALON
ATTORNEY AT LAW

44 WALL STREET
NEW YORK, N.Y. 10005

(212) 483-9600

VIA FEDEX

March 1, 2000

Department of State, State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: J.W. Barclay & Co., Inc.

Ladies / Gentlemen:

Enclosed is corrected certificate of amendment to the articles of incorporation of J.W. Barclay & Co., Inc. pursuant to your letter of February 18 together with a copy of such letter.

Yours very truly,


Henry C. Malon

HCM:cg
Enclosures

RECEIVED
00 MAR -3 AM 9:47
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
J.W. BARCLAY & CO., INC.

FILED
00 MAR -3 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

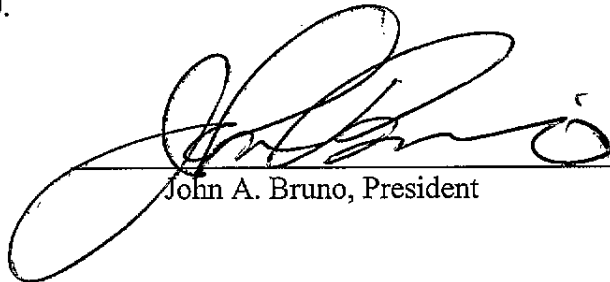
Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its Articles of Incorporation:

FIRST: Article SIXTH of the Articles of Incorporation is amended to read as follows:

"SIXTH: The Board of Directors shall consist of one or more individuals, with the exact number to be specified in or fixed in accordance with the provisions of the By-laws."

SECOND: These Articles of Amendment were approved on February 7, 2000 by the consent in writing, setting forth the action so taken, signed by the holders of at least a majority of the outstanding shares of stock of each voting group entitled to vote thereon in accordance with the provisions of Sections 607.0704 of the Florida Statutes. The number of votes cast by the shareholders was sufficient for approval.

Signed this 24 day of February, 2000.



John A. Bruno, President