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SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 APR 10 PM 1:49



Elizabeth A. Fredrickson
Paralegal
Direct Dial 504-582-8285
Direct Fax 504-589-8285
efredrickson@joneswalker.com

April 9, 2003

Registration Section
Division of Corporation
409 E. Gaines St.
Tallahassee, Florida 32399

RE: Enhanced Capital Partners, LLC/Name Change
JW file number: 92416-00

Dear Sir/Madam:

Please find enclosed an Application by Foreign Limited Liability Company for Amendment to Application for Authorization to Transact Business in Florida for ECP Holding Company, LLC, a Delaware limited liability company qualified in Florida. Once filed please return a file-stamped copy of the filing for our records.

SAE not enclosed

I have included a check in the amount necessary to cover the cost associated with this request. Please return the copy via the enclosed self-addressed stamped envelope. Should you have any questions or need any additional information, please do not hesitate to contact me at (504) 582-8285.

Yours very truly,

Elizabeth Fredrickson

enclosures

cc: Marshall Page (w/o encl.)

JONES, WALKER, WAECHTER, POITEVENT, CARRERE & DENÈGRE L.L.P.

201 ST. CHARLES AVENUE • NEW ORLEANS, LOUISIANA 70170-5100 • 504-582-8000 • FAX 504-582-8583 • E-MAIL info@joneswalker.com • www.joneswalker.com

BATON ROUGE HOUSTON LAFAYETTE MIAMI NEW ORLEANS WASHINGTON, D.C.

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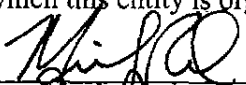
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: ECP HOLDING COMPANY, LLC
2. Jurisdiction of its organization: DELAWARE
3. Date authorized to do business in Florida: December 17, 2002

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? December 26, 2002
5. New name of the limited liability company: ENHANCED CAPITAL PARTNERS, LLC
6. If the amendment changes the period of duration, indicate new period of duration: _____
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized
representative of a member

MICHAEL A. G. KORENGOLD

Typed or printed name of signee

Filing Fee: \$25.00

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Delaware

PAGE 1

The First State

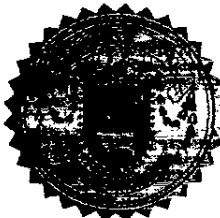
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"ENHANCED CAPITAL PARTNERS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "ECP HOLDING COMPANY, LLC" UNDER THE NAME OF "ENHANCED CAPITAL PARTNERS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

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

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03 APR 10 PM 1:49



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3601983 8330

AUTHENTICATION: 2336935

030200541

DATE: 03-28-03

Delaware

PAGE 1

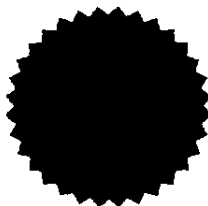
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ENHANCED CAPITAL PARTNERS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "ECP HOLDING COMPANY, LLC" UNDER THE NAME OF "ENHANCED CAPITAL PARTNERS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3601983 8100M

020798121

AUTHENTICATION: 2170894

DATE: 12-26-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/26/2002
020798121 - 3601983

CERTIFICATE OF MERGER

of

ENHANCED CAPITAL PARTNERS, LLC

with and into

ECP HOLDING COMPANY, LLC

(Filed pursuant to Section 18-209(c) of the Delaware Limited Liability Company Act)

The undersigned limited liability company, acting pursuant to Section 18-209(c) of the Delaware Limited Liability Company Act, hereby certifies as follows:

First: That the name, state of organization and type of entity of each of the entities that are parties to the merger to which this Certificate of Merger (this "Certificate") relates (the "Constituent Entities") are as follows:

Name	State of Organization and Type of Entity
Enhanced Capital Partners, LLC	Delaware limited liability company
ECP Holding Company, LLC	Delaware limited liability company

Second: That an Agreement and Plan of Merger among the Constituent Entities (the "Agreement"), providing for the merger (the "Merger") of Enhanced Capital Partners, LLC (the "Merging Entity") with and into ECP Holding Company, LLC (the "Surviving Entity") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act.

Third: That the Surviving Entity will survive the Merger and its name shall be amended to "Enhanced Capital Partners, LLC."

Fourth: That the Merger shall be effective as of 9:00 a.m. Eastern Standard time on the date this Certificate of Merger is accepted for filing in the office of the Secretary of State for the State of Delaware (the "Effective Time").

Fifth: That the Certificate of Formation of the Surviving Entity, as in effect at the Effective Time, shall continue in full force and effect after the Effective Time as the Certificate of Formation of the Surviving Entity until altered, amended or repealed as provided therein or by law; provided, however, that at the Effective Time, Article I of the Certificate of Formation of Surviving Entity shall be amended to read: "The name of the limited liability company formed hereby is Enhanced Capital Partners, LLC."

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STATE
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CORPORATIONS
PM 49

Sixth: That a copy of the Agreement is on file at the principal place of business of the Surviving Entity at 201 St. Charles Avenue, Suite 3700, New Orleans, LA 70170 and will be furnished by it upon request and without charge to any member of any Constituent Entity.

Seventh: That a copy of the Agreement will be furnished by the Surviving Entity upon request and without cost to any member of any Constituent Entity.

This Certificate of Merger has been executed on this 26th day of December, 2002 by the Surviving Entity.

ECP HOLDING COMPANY, LLC
(a Delaware limited liability company)

By: _____

Name: Scott A. Orkiese
Title: President

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