

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
COMMONWEALTH ASSOCIATES GROUP HOLDINGS, LLC

Certificate of Status	0
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION 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: COMMONWEALTH ASSOCIATES GROUP HOLDINGS, LLC
2. Jurisdiction of its organization: DELAWARE
3. Date authorized to do business in Florida: MARCH 16, 2004

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 31, 2005
5. New name of the limited liability company: COMVEST GROUP HOLDINGS 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 S. FALK

Typed or printed name of signor

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Delaware

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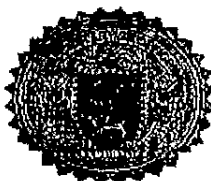
The First State

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 AMENDMENT OF "COMMONWEALTH ASSOCIATES GROUP HOLDINGS, LLC", CHANGING ITS NAME FROM "COMMONWEALTH ASSOCIATES GROUP HOLDINGS, LLC" TO "COMVEST GROUP HOLDINGS LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2005, AT 5:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005.

2472670 9100

060012591



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4427162

DATE: 01-05-06 H06000004757 3

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Sent by: GREENBERG TRAURIG

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State of Delaware
Secretary of State
Division of Corporations
Delivered 06:07 PM 12/28/2005
FILED 05:05 PM 12/28/2005
SRV 051068154 - 3472679 FILE

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF FORMATION

OF

COMMONWEALTH ASSOCIATES GROUP HOLDINGS, LLC

COMMONWEALTH ASSOCIATES GROUP HOLDINGS, LLC (hereinafter called the "Company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The name of the Company is COMMONWEALTH ASSOCIATES GROUP HOLDINGS, LLC.

2. The certificate of formation, as amended, of the Company is hereby amended by deleting Paragraph 1 in its entirety and substituting in lieu thereof the following:

"1. The name of this limited liability company is ComVest Group Holdings LLC."

3. The effective date of this amendment shall be December 31, 2005.

Executed this 19th day of December, 2005.

COMMONWEALTH ASSOCIATES GROUP
HOLDINGS, LLC

By: 

Michael Falk, Authorized Person

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