

P00000107345

MANELLA & KLAPHOLZ

A Partnership of Professional Associations

Attorneys at Law

Ross H. Manella, P.A.*
Joseph P. Klapholz, P.A.**

* Also Member of the
Quebec Bar

** ALSO MEMBER OF THE
MARYLAND BAR

2500 HOLLYWOOD BOULEVARD
SUITE 212
HOLLYWOOD, FLORIDA 33020
(954) 925-3355
DIRECT LINE: ext. 135
FAX: (954) 923-0185

July 17, 2002

Secretary of State
Division of Corporation
Amendment Section
P.O. Box 6327
Tallahassee, Fl. 32314

Re: Change of Name of Corporation

9000006530319--1
-07/19/02--01052--013
*****35.00 *****35.00

Gentlemen:

Enclosed herein please find the following documents:

1. Certificate of Amendment of Certificate of Incorporation of Joel A. Berg Insurance Consultants, Inc., Inc. duly executed by its President, Vice-President and Secretary.

2. Certified copy of corporate resolution.

3. Check in the amount of \$ 35.00 made payable to Secretary of State in payment of the filing fee.

Kindly process these documents at your earliest convenience and forward a proof of change of name to the undersigned at your earliest convenience.

We thank you for your cooperation in this matter. As always, should you have any questions, please do not hesitate to contact the undersigned accordingly. I remain,

Very Truly Yours,
MANELLA & KLAPHOLZ

JOSEPH P. KLAPHOLZ

JPK/dml
Enc.

FILED
22 JUL 26 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
T. Lewis 7/26/02

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
of

JOEL A. BERG INSURANCE CONSULTANTS, INC.

FILED
02 JUL 26 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is BERG STEVENS FINANCIAL SERVICES, INC. with the effective date of July 10, 2002.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article I the following new Article I:

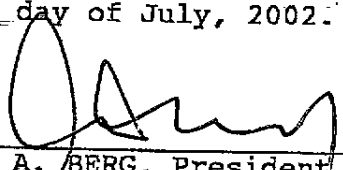
ARTICLE I

NAME OF COMPANY

The name of this corporation shall be BERG STEVENS FINANCIAL SERVICES, INC.

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Chapter 607.1006 of The Florida Business Corporation Act and Florida State Law by unanimous consent of all directors and shareholders.

Signed and effective on this 10 day of July, 2002.



JOEL A. BERG, President,
Vice President and Secretary

CERTIFIED COPY OF CORPORATE RESOLUTION OF
JOEL A. BERG INSURANCE CONSULTANTS, INC.

I, JOEL A. BERG, do hereby certify that I am the duly elected Secretary of JOEL A. BERG INSURANCE CONSULTANTS, INC., a Florida Corporation, and hereby certify unto whom it may concern and unto whom in particular, as follows:

1. That Joel A. Berg Insurance Consultants, Inc., a Florida Corporation, hereinafter referred to as "Corporation" is an active corporation and I am its Secretary.

2. That by Written Consent of Stockholders and Directors in Lieu of Special Meeting in accordance with the laws of the State of Florida, dated the 10th day of July, 2002, the following resolutions were unanimously adopted by the Board of Directors and Stockholders of the Corporation, to wit:

BE IT RESOLVED, by the Board of Directors and Stockholders of JOEL A. BERG INSURANCE CONSULTANTS, Inc., a Florida Corporation, as follows:

RESOLVED, that the Articles of Incorporation of this Corporation be and they are hereby amended to change Article I to read as follows:

ARTICLE I

NAME OF COMPANY

The name of this corporation shall be BERG STEVENS FINANCIAL SERVICES, INC.

RESOLVED, that this Corporation hereby authorizes its President and Secretary, Joel A. Berg, to execute and file any and all necessary documentation as may be necessary or proper to carry the foregoing resolutions into effect.

3. That the resolutions above quoted were duly and regularly adopted by a Written Consent of Shareholders and Directors in Lieu of special Meeting, in accordance with the By-Laws of the Corporation, Florida State Law and The Florida Business Corporation Act, and the Directors and Stockholders of the Corporation have the full power and authority to bind the Corporation pursuant thereto.

4. That the said resolutions are outstanding and in full force and effect and have not been modified or amended in any particular.

I have hereunto set my hand and seal as Secretary of Joel A. Berg Insurance Consultants, Inc., a Florida Corporation, and affixed the corporate seal hereto, all of which has been duly done at Hollywood, Broward County, Florida, this 10th day of July, 2002.



JOEL A. BERG
President/Vice-President and
Secretary of Corporation

[seal]