

Division of Corporations

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

HOUGHTON CAPITAL MANAGEMENT, INC.

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|-----------------------|---------|
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HOUGHTON CAPITAL MANAGEMENT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is:

HOUGHTON CAPITAL MANAGEMENT, INC.

2. The Articles of Incorporation are hereby amended by deleting Article I in its entirety and substituting therefor the following:

"ARTICLE I

The name of the corporation is:

HOUGHTON CAPITAL MANAGEMENT GROUP, INC."

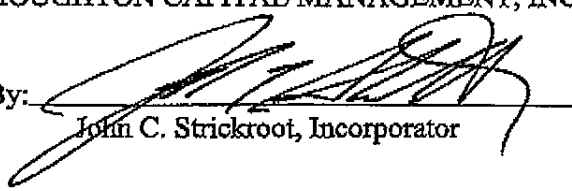
3. The foregoing Amendment is hereby approved on May 24, 2001, by the sole incorporator of the corporation before the issuance of any shares by the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 24th day of May, 2001.

HOUGHTON CAPITAL MANAGEMENT, INC.

(Corporate Seal)

By:


John C. Strickroot, Incorporator

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