

PO10000092694

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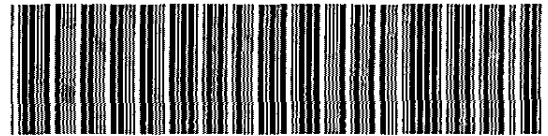
(Business Entity Name)

(Document Number)

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*Amend*

03/28/05--01001100905\*\*43.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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March 25, 2005

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**  
 Dorchester Financial Securities, Inc.

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include  
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Articles of Amendment  
to  
Articles of Incorporation  
of

DORCHESTER FINANCIAL SECURITIES, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P01000092694

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

DORCHESTER FINANCIAL HOLDINGS CORPORATION

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

1. THE COMPANY MAY ISSUE DEBT SECURITIES THROUGH ASSET BACKED SECURITIES

EMPLOYING THE USE OF SPECIAL PURPOSE VEHICLES; THE AMOUNTS ARE IN THE

DISCRETION OF THE BOARD IN AMOUNTS NOT TO EXCEED UNDERLYING STATED VALUE

2. THE COMPANY MAY ENGAGE THE USE OF FORM S-4 TO ATTAIN PUBLIC STATUS.

3. PREFERRED SHARES SERIES A THROUGH D MAY BE EXTENDED WITH ADDITIONAL ISSUE

IN THE DISCRETION OF THE BOARD.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

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05 MAR 25 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Director's of Dorchester Financial Securities, Inc.**

**All Board Members and Officers use the Administrative Offices Address:**

**DORCHESTER FINANCIAL HOLDING CORPORATION**

**2 Pennsylvania Plaza, Suite 1500**

**New York, NY 10121**

**(212) 292-5074 Voice**

**(212) 202-4219 Fax**

**List Amended and Effective to Board as Constituted: March 15, 2005**

1. Stanley Ford, Chief Operations Officer (D/O)
2. Stephen Lopez, President (D/O)
3. Amar Shah, Insurance Officer, Sr. VP (D/O)
4. Mark Pappa, Institutional Relations Officer, VP (O)
5. William Thomas, General Counsel, VP (O)
6. George Birch (D)
7. Gary Growden (D)
8. Ron Rowe, Secretary (D)
9. T.J. Morrow (Legal Advisor to the Board)
10. Bruce Nurock (Legal Advisor to the Board)
11. Leon Sitzer (Investment Advisor to the Board)
12. Ken Weissman (Special Trading Advisor to the Board)

By Secretary: Ronald Rowe

Dated: New York, NY

Submitted to Florida Division of Corporations: March 17, 2005

The date of each amendment(s) adoption: MARCH 15, 2005

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by  
\_\_\_\_\_"  
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 15TH day of MARCH, 2005.

Signature \_\_\_\_\_

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

T.J. Morrow, Esq.

(Typed or printed name of person signing)

Principal Attorney: Morrow & Nurock, Legal Advisor to Dorchester

(Title of person signing)

**FILING FEE: \$35**