

April 5, 2002

Florida Department of State Bureau of Corporate Records Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

000005223220--4 -04/09/02--01055--004 *****35,00 *****35,00

Gentlemen:

Enclosed please find two copies of the Articles of Amendment to the Articles of Incorporation for filing and a check in the amount of \$35.00 for the filing fees for the company listed below:

NEWBRIDGE CAPITAL MANAGEMENT, INC. 1451 W. Cypress Creek Road Suite 204 Fort Lauderdale, FL 33309

Please file and return a date-stamped copy to me at the above address.

Very truly yours,

Guy 8. Amico Incorporator

mico ator

02 APR -9 AM II: 47

NO 3/11/02

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

NEWBRIDGE ASSET MANAGEMENT, INC.

02 APR -9 AMII: 47

TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted) Article I: Name of Corporation

The new name of the above corporation shall now be:

NEWBRIDGE CAPITAL MANAGEMENT, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: April 4, 2002. FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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 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 with -out shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without \square X shareholder action and the shareholder action was not required.

Signed this 4th day of April, 2002.

Signature _

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Incorporator