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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CAPITAL MARKETS FINANCIAL SERVICES, INC.

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Amend
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CAPITAL MARKETS FINANCIAL SERVICES, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **CAPITAL MARKETS FINANCIAL SERVICES, INC.** (the "Corporation"), Charter # P04000119646.

2. The following Amendment to the Articles of Incorporation ("Amendment") was adopted by the unanimous written consent of the Corporation's shareholders as of October 1, 2004 pursuant to Section 607.0704 and Section 607.1003(5) of the Florida Business Corporation.

3. A new Article VII is hereby added to the Articles of Incorporation of the Corporation, as follows:

ARTICLE VII - PREEMPTIVE RIGHTS

Pursuant to Section 607.0630 of the Florida Business Corporation Act, the shareholders of the Corporation shall have preemptive rights in all respects to acquire unissued shares in accordance with the terms set forth in that certain Shareholders Agreement dated as of October 1, 2004, among the Corporation and certain shareholders of the Corporation, as the same may be amended from time to time in accordance with its terms.

4. Except as amended hereby, all of the other provisions of the Articles of Incorporation of the Corporation remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation of **CAPITAL MARKETS FINANCIAL SERVICES, INC.** as of this 1st day of October, 2004.

By: Edward Panak
Name: Edward Panak
Title: President

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