

P 1 1655



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 1, 2000

LANETTE YAKEL
6300 SOUTH SYRACUSE WAY, SUITE 645
ENGLEWOOD, CO 80111

SUBJECT: EBI SECURITIES CORPORATION
Ref. Number: P11655

000003062280--7
-12/07/99--01005--017
*****35.00 *****35.00

To Whom It May Concern:

In a recent audit of our records we have determined that the original Name Change filed on December 6, 1999 for EBI SECURITIES CORPORATION, document number P11655, has been misplaced and has not been imaged for the official record.

The purpose of this letter is to ask you to furnish us with a photocopy of this document, so that we can complete our records.

Please send the copy to:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Lyn Turley-Shoffstall

I hope this request is not too much of an inconvenience.

Should you have any questions regarding this matter, please feel free to contact me at (850) 487-6900.

Sincerely,
Lyn Turley-Shoffstall,
Management Review Specialist
Bureau of Commercial Recording

Letter number: 600A000048

FILED
99 DEC -6 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. COHIG & ASSOCIATES, INC.
Name of corporation as it appears on the records of the Department of State.

2. Colorado Incorporated under laws of 3. October 2, 1986 Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 15, 1998

5. EBI SECURITIES CORPORATION
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

_____ New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

_____ New Jurisdiction

Steven R. Hinkle _____
Signature Date

Steven R. Hinkle _____
Typed or printed name Title

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
199 DEC -8 AM 10: 11
FILED

FILED
99 DEC -6 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF COLORADO
DEPARTMENT OF
STATE
CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF
THIS OFFICE, ARTICLES OF MERGER EVIDENCING THE MERGER OF
EAST MERGER CORPORATION
(DELAWARE CORPORATION/NOT QUALIFIED)

INTO

COHIG & ASSOCIATES, INC.
(COLORADO CORPORATION), THE SURVIVOR .

WERE FILED ON MAY 14, 1991, WITH THE SURVIVING CORPORATION
CHANGING ITS CORPORATE NAME TO

EBI SECURITIES CORPORATION

WITH AN EFFECTIVE DATE OF MAY 15, 1998, EVIDENCING THE
MERGER/NAME CHANGE.

Dated: May 14, 1998

Victoria Buckley
SECRETARY OF STATE

MAY 14 1998 12:57 FR KDU

203 954 3166 TO 13836292325 P.02/02

STATE OF COLORADO
ARTICLES OF MERGER

FILED - CUSTOMER COPY
VICTORIA HUCKLEY
COLORADO SECRETARY OF STATE

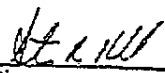
These articles are made in accordance with Title 7, Article 111 of the Colorado Revised Statutes.

1. The name of the surviving corporation is: Cohig & Associates, Inc.
2. The address of the surviving corporation is: 6300 South Syracuse Way, Suite 400, Englewood, CO 80111.
3. The merger plan is as follows:

East Merger Corporation, a Delaware corporation ("EMC"), and a wholly-owned subsidiary of Eastbrokers International, Inc., a Delaware corporation ("Eastbrokers") is merging with and into Cohig & Associates, Inc., a Colorado corporation ("Cohig") in a reorganization pursuant to which Cherry Creek Investments, Ltd. ("Cherry Creek"), the holder of all of the issued and outstanding capital stock of Cohig, will exchange such outstanding shares of Cohig in consideration for 445,000 shares of the common stock, par value \$.05 per share, of Eastbrokers. Cohig will be the surviving entity. The Reorganization has been approved by a majority vote of the Board of Directors of each of Cohig, Cherry Creek and Eastbrokers and by a majority vote of the stockholders of Cherry Creek and by the Board of Directors of Cherry Creek in its capacity as the sole stockholder of Cohig.

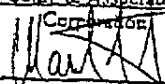
4. The number of shareholder votes required to approve the merger plan were cast by the shareholders of each corporation involved in this merger.
5. The effective date of the merger is 12:01 a. m on May 15, 1998.
6. The name of the surviving corporation, Cohig & Associates, Inc., is hereby changed to: EBI Securities Corporation.

Dated: May 14, 1998



Signature

Steven R. Hinkle, President

Cohig & Associates, Inc.
Corporation


Signature

Martin A. Sumichrast, President

East Merger Corporation
Corporation

19981089924 C
\$ 100.00
SECRETARY OF STATE
05-14-1998 11:31:18