

Humes & Barrington, P.C.

Certified

333 S. Kirkwood Road, Suite 300

Public

St. Louis, Missouri 63122

Accountants

FAX 314/966-0217 314/966-6622

P13425

June 3, 1997

Ms. Susan Payne
Senior Section Administrator
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Mrs. Alison's Cookie Company

Dear Ms. Payne:

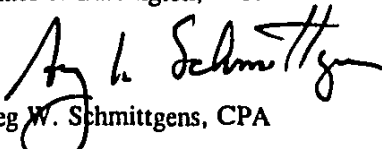
Enclosed are the documents requested in your letter dated May 6, 1997. They are as follows:

- Board resolution adopting name change for Florida purposes
- Application for authorization to transact business in Florida
- State of Missouri Certificate of Amendment
- Missouri Amendment of Article of Incorporation

In the event there are additional questions, please contact us.

Very truly yours,

Humes & Barrington, P.C.


Greg W. Schmittgens, CPA

GWS/kll

Enclosure

700002232087--6
-07/07/97--01170--008
*****35.00 *****35.00

FILED 35.00
R. AGENT _____
CERT. COPY _____
CUS _____
OVERPAYMENT _____
TOTAL 35

NIC
Amend
SP

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 JUN 30 PM 2:33



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 6, 1997

Greg W. Schmittgens, CPA
333 S. Kirkwood Road, Suite 300
St. Louis, MO 63122

SUBJECT: MRS. ALISON'S COOKIE COMPANY, INC.
Ref. Number: P13425

We have received your document for MRS. ALISON'S COOKIE COMPANY, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

Per our phone conversation, the 1997 annual report has been filed for the subject corporation. However, the incorrect amendment form was forwarded to change the corporate name. Enclosed is the appropriate form. Please also note that a certificate evidencing the name change should be returned with the application.

Please return a copy of this letter along with your document to ensure proper handling.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 197A00023737

W97000011942

Humes & Barrington, P.C.

| | |
|-------------|---------------------------------|
| Certified | 333 S. Kirkwood Road, Suite 300 |
| Public | St. Louis, Missouri 63122 |
| Accountants | FAX 314/966-0217 314/966-6622 |

April 24, 1997

Florida Department of State
Division of Corporations
P.O. Box 1500
Tallahassee, FL 32302-1500

**RE: Mrs. Alison's Cookie Company, Inc.
Ref. Number: P13425**

Dear Sir or Madam:

As the accountants for the above named entity, we are responding to the notice dated March 24, 1997 (Letter number 897A00014753). We have attached a copy for your reference.

Enclosed please find the 1997 Profit Corporation Annual Report and a check for \$165.00, as well as the completed Articles of Amendment to Articles of Incorporation with a check for \$35.00. This amendment was made to change the name of the organization from Mrs. Alison's Cookie Company, Inc., to Elliott Financial Group, Inc.

Please update the account for our client accordingly.

Very truly yours,

Humes & Barrington, P.C.


Greg W. Schmittgens, CPA

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 24, 1997

MRS. ALISON'S COOKIE COMPANY, INC.
2104 JUNIPER DRIVE
PLANT CITY, FL 33566 US

SUBJECT: MRS. ALISON'S COOKIE COMPANY, INC.
Ref. Number: P13425

Please be advised, we have received your document for the above corporation; however, the document has not been filed and is being returned for the following:

The records of the Division of Corporations do not reflect a name change has been filed for this corporation as indicated on the enclosed annual report. This report cannot be filed under the new name until an amendment has been filed. For your convenience, enclosed are the instructions and/or forms to change the name. Please return the amendment and annual report together to the address indicated.

The amendment filing fee is \$35.

After the corrections have been made, please return the report to: Division of Corporations, P.O. Box 1500, Tallahassee, Florida 32302-1500 within 30 days from the date of this letter.

If you have additional questions or need further assistance, please call the Division of Corporations at (904) 488-9000.

ANNUAL REPORTS SECTION

Letter number: 897A00014753

/ds

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. MRS. ALISON'S Cookie Company, Incorporated
Name of corporation as it appears on the records of the Department of State.

2. Missouri
Incorporated under laws of

3. 1985
Date authorized to do business in Florida

FILED
SECRETARY OF CORPORATIONS
97 JUN 30 PM 2:33

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? 9/23/94

5. EFG INC.
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.

N/A
New Duration

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

N/A
New Jurisdiction

Linda E. Morgis
Signature

May 21, 1997
Date

LINDA E. MORGIS
Typed or printed name

Secretary
Title

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

EFG, INC.

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI AND KEEPER OF THE GREAT SEAL THEREOF, DO HEREBY CERTIFY THAT THE ANNEXED PAGES CONTAIN A FULL, TRUE AND COMPLETE COPY OF THE ORIGINAL DOCUMENTS ON FILE AND OF RECORD IN THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 28TH DAY OF MAY, 1997.

Rebecca McDowell Cook
Secretary of State



STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
 CERTIFICATE OF AMENDMENT

WHEREAS,
 EFG, INC.

FORMERLY,
 MRS. ALISON'S COOKIE COMPANY, INCORPORATED

A CORPORATION ORGANIZED UNDER THE GENERAL AND BUSINESS CORPORATION LAW HAS DELIVERED TO ME A CERTIFICATE OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH THE REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE GENERAL BUSINESS CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY
 HAND AND IMPRINTED THE GREAT SEAL OF
 THE STATE OF MISSOURI, ON THIS, THE
 1ST DAY OF FEBRUARY, 1995.

Rebecca McDowell Cook
 Secretary of State



\$25.00



State of Missouri
Judith K. Moriarty, Secretary of State
P.O. Box 778, Jefferson City, Mo. 65102
Corporation Division

Amendment of Articles of Incorporation

(To be submitted in duplicate)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

1. The present name of the Corporation is Mrs. Alison's Cookie Company, Incorporated

The name under which it was originally organized was Mrs. Alison's Cookie Company,
Incorporated

2. An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on _____
September 23, 1994.

3. Article Number 1 is amended to read as follows:

The name of the corporation is EFG, Inc.

4. Of the _____
of such shares _____
The number _____

_____ shares outstanding, 18,300
_____ on such amendment.
_____ outstanding shares of any class entitled to vote thereon as a class were as follows:

| <i>Class</i> | <i>Number of Outstanding Shares</i> |
|--------------------------|-------------------------------------|
| Class A Voting Common | 18,300 |

5. The number of shares voted for and against the amendment was as follows:

| <i>Class</i> | <i>No. Voted For</i> | <i>No. Voted Against</i> |
|--------------------------|----------------------|--------------------------|
| Class A voting Common | 18,300 | 0 |

6. If the amendment changed the number or par value of authorized shares having a par value, the amount in dollars of authorized shares having a par value as changed is: N/A

If the amendment changed the number of authorized shares without par value, the authorized number of shares without par value as changed and the consideration proposed to be received for such increased authorized shares without par value as are to be presently issued are: N/A

7. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected: N/A

_____, the undersigned, J. Elliott

_____, the undersigned, J. Elliott, President
President or

Vice President has executed this instrument and its

Linda Morgis, Secretary
Secretary or Assistant Secretary has affixed its corporate seal hereto and

attested said seal on the _____ day of _____, 19 _____.

Place
CORPORATE SEAL
Here
(If no seal, state "None.")

Mrs. Alison's Cookie Company, Incorporated
Name of Corporation

ATTEST:

Linda E. Morgis
Secretary or Assistant Secretary

By [Signature]
President or Vice President

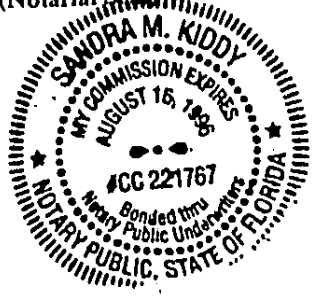
**FILED AND CERTIFICATE
ISSUED
FEB 01 1995**

State of Florida
County of Hillsborough } ss.

Rebecca McDonnell Cook
SECRETARY OF STATE

I, Sandra M. Kiddy, a Notary Public, do hereby certify that
on this 29th day of December, 19 94, personally appeared before me
_____, who, being by me first duly sworn,
declared that he is the president
of Mrs. Alison's Cookie Company, Incorporated
that he signed the foregoing documents as president of the corporation, and that the
statements therein contained are true.

(Notarial Seal)



Sandra M. Kiddy
Notary Public
My commission expires August 16, 1996

Board Resolution

A special meeting was held this 21st day of May, 1997, constituting the board of directors of EFG, Inc. (formerly Mrs. Alison's Cookie Company, Inc.) for purposes of adopting an alternative name to be used by EFG, Inc. in the State of Florida. Be it resolved that EFG, Inc. hereby adopts the name Elliott Financial Group, Inc. as its alternative name for reporting and transacting business in the State of Florida.

Signed and attested on May 21, 1997

X Linda E. Morgis
Linda E. Morgis, Secretary