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CR2E031 (1-89)		`	W 1

## APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

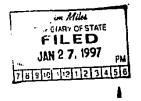
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SECTION I (1-3 must be completed)	23 PH
1. Insignia Mortgage & Investment Company, Inc.	15 P. 19
Name of corporation as it appears within the records of the Depart	ment of State.
2. Incorporated under laws of: <u>south Carolina</u>	
3. Date authorized to do business in Florida: June 28, 1988	
SECTION II (4-7 complete only the applicable changes)	
4. If the amendment changes the name of the corporation, when vertex effected under the laws of its jurisdiction of incorporation?	vas the change
January 27, 1997	
5. Name of corporation after the amendment, adding suffix "corporation corporated," or appropriate abbreviation, if not contained in new name or	," "company," "in- f the corporation:
Insignia Capital Advisors, Inc.	
6. If the amendment changes the period of duration, indicate new period	of duration.
7. If the amendment changes the jurisdiction of incorporation, indicate ne	w jurisdiction.
Signature Name and Title Kerley M. Buechler, Assistant	

JUN 0 9 1997

SEUNE MAT GUISTALE OF SOUTH CAROLINA

## STATE OF SOUTH CAROLINA SECRETARY OF STATE

**ARTICLES OF AMENDMENT** 



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Pursuant § Section 3-10-106 of the 1976 South Carolina Code, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1 The name of the corporation is Insignia Mortgage & Investment Company, Inc.

(TYPE or attach the complete text of Each Amendment)

 On January 13, 1997 , the corporation adopted the following Amendment(s) of its Articles of Incorporation.

RESOLVED, that the name of the Corporation is hereby changed and amended to Insignia Capital Advisors, Inc.

 The manner, if not set forth in the amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the Amendment shall be effected, is as follows: (if not applicable, insert "not applicable" or "NA").

N/A

- 4. Complete either a or b, whichever is applicable.
  - a. x Amendment(s) adopted by shareholder action.

    At the date of adoption of the amendment, the number of outstanding shares of each voting group entitled to vote separately on the Amendment, and the vote of such shares was:

Voting	Number of Outstanding	Number of Votes Entitled	Number of Votes Represented at	Number of Undisputed * Shares Voted	
Group	Shares	to be Cast	the meeting	For	Against
Common	1,000	1,000	1,000	1,000	0

(5. C. - 253 - 1/1/89)

- NOTE: Pursuant to Section 33: 10-106(6)(i), the corporation can alternatively state the total number of undisputed shares
  cast for the amendment by each voting group together with a statement that the number of cast for the amendment by each voting group was sufficient for approval by that voting group.
  - b. The Amendment(s) was duly adopted by the incorporators or board of directors without shareholder approval pursuant to §33-6-102(d), 33-10-102 and 33-10-105 of the 1976 South Carolina Code as amended, and shareholder action was not required.
- 5. Unless a delayed date is specified, the effective date of these Articles of Amendment shall be the date of acceptance for filing by the Secretary of State (See §33-1-230(b)):

DATE	January	14,	1997	

Insignia Mortgage & Investment Company,
Inc.

(Name of Expossion) ' 4

(Signature)

Kelloy H. Buechler, Assistant Secretary
(Type or Print Name and Office)

## FILING INSTRUCTIONS

- 1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed
- 2. If the space in this form in insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form
- 3 Filing fees and taxes payable to the Secretary of State at time of filing application

 Filing Fee
 \$ 10.00

 Filing lax
 100.00

 Total
 \$110.00