

P 33294

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

FILED
99 OCT -7 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200003008692-8
-10/07/99--01048--009
*****35.00 *****35.00

CORPORATION(S) NAME

Brooke Group Ltd. Inc.
Changing to: Brooke Group Holding Inc.

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
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Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

10/07/99

FILE FIRST

N.C.

C. COULLIETTE OCT 07 1999

RECEIVED
99 OCT -7 AM 11:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

SECTION I (1-3 must be completed)

1. Brooke Group Ltd. Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: March 21, 1991

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TALLAHASSEE, 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?

October 1, 1999

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

Brooke Group Holding Inc.

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

N/A

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

N/A



October 5, 1999

Signature
Name and Title

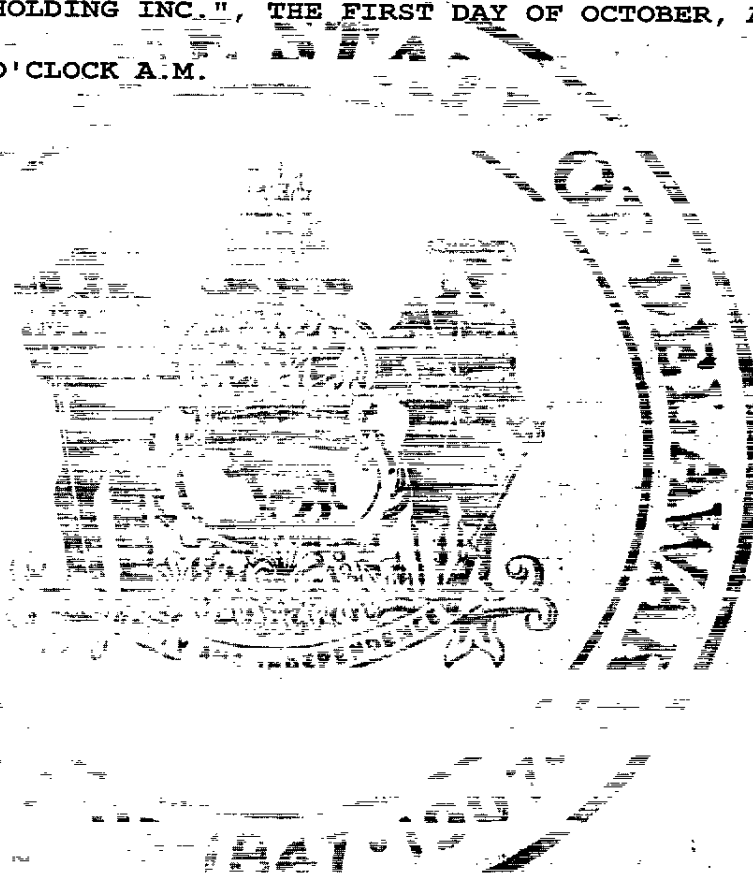
Date

Richard J. Lampen
Executive Vice President

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BROOKE GROUP LTD.",
FILED A CERTIFICATE OF AGREEMENT OF MERGER, CHANGING ITS NAME TO
"BROOKE GROUP HOLDING INC.", THE FIRST DAY OF OCTOBER, A.D.
1999, AT 9:30 O'CLOCK A.M.



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991419720

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0009411

10-05-99