



Offerman & Company

P35712

INVESTMENTS INVESTMENT BANKERS

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Airborne Express

March 13, 2000

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-03/14/00-01096-006
*****35.00 *****35.00

Attention: Office of the Secretary Of State

Enclosed please find the necessary paperwork to amend our Certificate of Authority to show the name change of our corporation.

If you have any questions or require additional information, please contact:

Molly Hanken, Licensing
600 Highway 169 South, Suite 1100
Minneapolis, MN 5542-1200

Telephone: 612-541-8900, Ext. 909
Facsimile: 612-541-8904
E-mail Address: mollyh@offerman.com

We look forward to your confirmation that our request has been processed.

Sincerely,


Jeffrey A. Schuh
Sr. Vice President & COO

NC
3-28-00
MKS

Enclosures

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

SECTION I (1-3 must be completed)

1. Offerman & Company Incorporated

Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Minnesota

3. Date authorized to do business in Florida: September 30, 1991

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?

March 3, 2000

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

Marquette Financial Group, Inc.

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

No Change

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

No Change



Signature
Name and Title

Jeffrey A. Schuh, Sr. Vice President & COO

March 13, 2000

Date

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TALLAHASSEE, FLORIDA

State of Minnesota

SECRETARY OF STATE

Certificate of Name Change

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that the corporation listed below filed an amendment of its articles of incorporation, or, in the case of a non-Minnesota corporation, a certificate of name change, changing its name with this office on the date listed below, and that the corporation has complied with the relevant laws of Minnesota with respect to that filing.

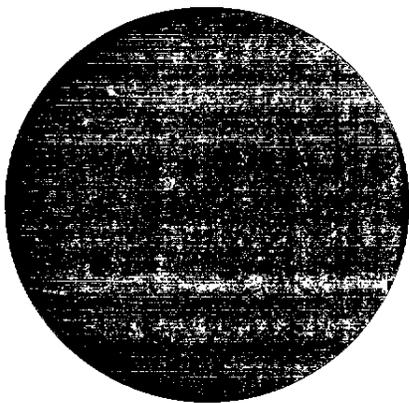
Old Name: Offerman & Company Incorporated

New Name: Marquette Financial Group, Inc.

State of Incorporation: MN

Date Amendment filed: 03/03/2000

This certificate has been issued on 03/16/00.



Mary Kiffmeyer
Secretary of State.