

P39443

DALTON, GREINER, HARTMAN, MAHER & CO.

565 FIFTH AVENUE, SUITE 2101
NEW YORK, NY 10017-2413
TEL 212-557-2445
FAX 212-557-4898

1100 FIFTH AVENUE SOUTH, SUITE 301
NAPLES, FL 33940
TEL 941-261-3555
FAX 941-261-5512

March 4, 1997

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Dalton, Greiner, Hartman, Maher & Co., Inc. # P39443

We hereby file an application to amend the name of our corporation.

Please call me at 941-261-3555 if you have any questions.

Sincerely,

Michael W. Keeler

Michael W. Keeler
Vice President - Finance

Enc.

FILED
97 APR -7 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1100 FIFTH AVENUE SOUTH, SUITE 301
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TEL 841-261-3555
FAX 841-261-5512

April 4, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Attention: Karen Gibson
Corporate Specialist

Re: Letter No. 897A00012262
Ref. Number: P39443

In accordance with your letter of March 11, 1997, enclosed please find required original certificate from Delaware along with the correct form for filing the Articles of Amendment to Articles of Incorporation.

If there is further documentation required in order to complete this document filing, please contact me at (941) 261-3555.

Sincerely,



Michael W. Keeler
Vice President-Finance

MWK/dc
encls.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 11, 1997

MICHAEL W. KEELER
DALTON GREINER HARTMAN
1100 FIFTH AVENUE SOUTH, SUITE 301
NAPLES, FL 33940

SUBJECT: DALTON, GREINER, HARTMAN, MAHER & CO., INC.
Ref. Number: P39443

We have received your document for DALTON, GREINER, HARTMAN, MAHER & CO., INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

THE CERTIFICATE FROM DELAWARE MUST BE AN ORIGINAL.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 897A00012262

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. DALTON, GREINER, HARTMAN, MAHER + CO., INC.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE
Incorporated under laws of
3. 6/29/97
Date authorized to do business in Florida

FILED
97 APR -7 AM 11 58
SECRETARY OF STATE
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? 1/15/97
5. 1100 FIFTH AVENUE PARTNERS, 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.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction

Michael W Keeler
Signature

3/4/97
Date

Michael W Keeler
Typed or printed name

Vice President - Finance
Title

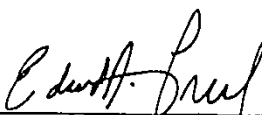
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DALTON, GREINER, HARTMAN, MAHER & CO., INC.", CHANGING ITS NAME FROM "DALTON, GREINER, HARTMAN, MAHER & CO., INC." TO "1100 FIFTH AVENUE PARTNERS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



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971095732



Edward J. Freel, Secretary of State

AUTHENTICATION: 8397506
03-31-97

DATE:

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/27/1996
960387741 - 2301562

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
DALTON, GREINER, HARTMAN, MAHER & CO., INC.**

Dalton, Greiner, Hartman, Maher & Co., Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST. That the Board of Directors of said corporation, adopted the following resolution:

RESOLVED that the Board of Directors hereby declares it advisable and in the best interest of the Company that Article FIRST of the Certificate of Incorporation be amended to read as follows:


FIRST: The name of this corporation shall be:

1100 Fifth Avenue Partners, Inc.

SECOND. That the said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Kenneth J. Greiner, this 27th day of December, A.D. 1996.



President