

P92000000777

CT CORPORATION

CORPORATION(S) NAME

FILED
02 FEB 21 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CLA Canada, Inc.

600004982136--0
-02/22/02--01003--013
*****35.00 *****35.00

600004982136--0
-02/22/02--01003--014
*****8.75 *****8.75

- | | | |
|--|---|---|
| <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 checked="" 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 _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/21/02

Order#: 5111752

Ref#: _____

Amount: \$ _____

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02 FEB 21 PM 3:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette FEB 21 2002

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CLA Canada, Inc.

(present name)

P9200000777

(Document Number of Corporation (If known))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB 21 PM 4: 49

FILED

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

"ARTICLE XII: Pursuant to the Second Amended and Restated Plan of Reorganization, as Modified, of UniCapital Corporation and Debtor Subsidiaries Under Chapter 11 of the Bankruptcy Code, as approved by the United States Bankruptcy Court for the Southern District of New York on the 9th day of January 2002, the issuance of non-voting equity securities by the Corporation is prohibited as of the date hereof, in accordance with Section 1123(a) (6) of the United States Bankruptcy Code."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: January 31, 2002

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 31st day of January, 2002

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Daniel Chait
(Typed or printed name)

Vice President
(Title)