CT CORPORATION P92000001134

CORPORATION(S) NAME		OZ SEC TALJ
		HAS F
		<u> </u>
	999 to 1999 to	- <u>Fig</u>
Cauff, Lippman Aviation, Inc.		<u> </u>
		TE AG
77.0	WA	
	7 No. 1996	
		0000049821309 -02/22/0201003009
		******35.00 ******35.00 *******35.00

		0000049821305 -02/22/0201003-010 ******8.75 ******8.75
		******8.75 *******8.75
() Profit	(X) Amendment	() Merger
() Nonprofit		()
() Foreign	() Dissolution/Withdrawal	() Mark
	() Reinstatement	
() Limited Partnership	() Annual Report	() Other
() LLC	() Name Registration	() Change of RA
	() Fictitious Name	() UCC
(X) Certified Copy	() Photocopies	()CUS
() Call When Ready	() Call ICD	
(x) Walk In	() Call If Problem	() After 4:30
() Mail Out	() Will Wait	(x) Pick Up
() Man Out		<u> </u>
Name	2/21/02	
Availability	2/21/02	Order#: 5111752
Document		
Examiner		Age o
Updater		Ref#:
Verifier		
W.P. Verifier	•	
W.F. VEIIHEF		Amount: \$

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

C. Coulliste FEB 2 1 2002

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED FEB 21 PN 4: 46 RETARY OF STATE AHASSEE, FLORIDA

Cauff, Lippman Aviation, Inc.

(present name)

P92000001134

(Document Number of Corporation (If known)

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:

THIRD:	The date of each amendment's adoption: January 3 , 2002		
FOURTE	: Adoption of Amendment(s) (CHECK ONE)		
X	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		
	(,omig 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.		
Signature	Signed this 31st day of January, 2002		
o.g	(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)		

. .