

P93000072219

LAW OFFICES
NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
A REGISTERED LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

RUSSELL Z. PLOWDEN
(864) 250-2228
*INTERNET ADDRESS: RZP@NMRS.COM
*NOT FOR CONFIDENTIAL COMMUNICATION

THE 301 MAIN BUILDING, 24TH FLOOR
301 NORTH MAIN STREET
POST OFFICE BOX 10084 (29603)
GREENVILLE, SOUTH CAROLINA 29601
TELEPHONE (864) 250-2300
FACSIMILE (864) 232-2925

OTHER OFFICES:
Atlanta, Georgia
Charleston, South Carolina
Charlotte, North Carolina
Columbia, South Carolina
Florence, South Carolina
Myrtle Beach, South Carolina

February 4, 1997

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32314

Re: Articles of Amendment
Our File: 10084/0001

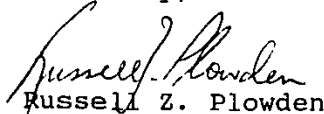
Dear Sir or Madam:

Enclosed please find the following:

1. Original and one copy of Articles of Amendment of Investment Opportunity Corporation; and
2. Filing fee of \$35.00.

Please return a filed copy to me in the envelope provided. Should you have any questions, please do not hesitate to contact me.

Sincerely,


Russell Z. Plowden

RZP:plh
Enclosures

FILED
97 MAR -6 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4000020845004--S
-02/12/97--01002--002
*****35.00 *****35.00

~~10084-3815~~

VS MAR 1997

N/c



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 18, 1997

RUSSEL Z. PLOWDEN
POST OFFICE BOX 10084
GREENVILLE, SC 29603

SUBJECT: INVESTMENT OPPORTUNITY CORPORATION
Ref. Number: P93000072219

We have received your document for INVESTMENT OPPORTUNITY CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1995 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application/annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$585.00 reinstatement fee, \$61.25 filing fee per year for the years 1995 through the current year, \$103.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$1080.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 1997 Annual Report and Supplemental Fee.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 997A00008538

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OTHER OFFICES:
Atlanta, Georgia
Charleston, South Carolina
Charlotte, North Carolina
Columbia, South Carolina
Florence, South Carolina
Myrtle Beach, South Carolina

March 5, 1997

VIA DHL

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32314

Re: Articles of Amendment
Our File: 10084/0001

Dear Sir or Madam:

Enclosed please find a copy of your letter of February 18, 1997, returning the Articles of Amendment for Investment Opportunity Corporation. We are resubmitting the original and one copy of Articles of Amendment of Investment Opportunity Corporation. The Filing fee of \$35.00 was previously paid and retained by the Department.

We are also submitting an Application for Reinstatement with a check for \$1,088.75.

Please return a filed copy of the Articles of Amendment to me in the envelope provided. Should you have any questions, please do not hesitate to contact me.

Sincerely,

Russell Z. Plowden
Russell Z. Plowden

RZP
Enclosures

RECEIVED
97 MAR -6 AM 10:16
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
OF
INVESTMENT OPPORTUNITY CORPORATION

FILED
97 MAR -6 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts these articles of amendment.

FIRST: The name of the corporation is Investment Opportunity Corporation.

SECOND: The Articles of Incorporation of this Corporation are amended by changing the article numbers I and V so that as amended, said articles shall read as follows:

I. This name of this Corporation is CapTrust Securities Corporation.

V. The name and address of the registered agent and the principal office of this Corporation is:

Karen Fischer
20869 Pinar Trail
Boca Raton, Florida 33433

THIRD: A) The Amendment(s) provide(s) for ***Issued Shares***.

B) Provisions for implementing the amendment(s), not contained in the amendment(s) itself (themselves), are as follows:

See Attachment.

FOURTH: The Amendments to the Articles of Incorporation of the Corporation set forth above were adopted on January 31, 1997.

FIFTH: The shareholders met on January 21, 1997 and the number of votes cast for the amendments listed above by the shareholders was sufficient for approval.

SIGNED ON FEBRUARY 3, 1997

INVESTMENT OPPORTUNITY
CORPORATION

By: 
J. Floyd Swilley
President

Attachment to Articles of Amendment

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept Service of Process for CapTrust Securities Corporation, at the place designed in Article V of the Articles of Amendment to the Articles of Incorporation, the undersigned individual agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

Dated this 26 day of February, 1997.

By: 

Karen Fischer
(Registered Agent)