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CONTACT: TERESA ROMAN PHONE: (904)385-6735
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NAME: MEDCAP FINANCIAL CORP. AUDIT NUMBER.....H98000003533 DOC
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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
MEDCAP FINANCIAL CORP.

Pursuant to the provisions of the Florida Business Corporation Act, Chapter 607.1006, the undersigned corporation adopts the following articles of amendment to its Articles of Incorporation.

FIRST: The name of the corporation is: MEDCAP FINANCIAL CORP.

SECOND: The following amendment to the articles of incorporation was adopted by the corporation:

ARTICLE ONE:

The name of this corporation is: MFC FINANCIAL CORP.

THIRD: The amendment was adopted by the Board of Directors on the 17th day of February, 1998. Shareholder action was not required.

Dated: February 17, 1998

MEDCAP FINANCIAL CORP.

BY: [Signature]
Elliot Kalus, Chairman of the Meeting

STATE OF FLORIDA)
COUNTY OF DADE)

Before me, the undersigned authority, personally appeared ELLIOT KALUS, Chairman, to me well known to be the person who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me, according to law that they made and subscribed the same for the purposes therein mentioned and set forth and who did take an oath.

17th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of February, 1998.

[Signature]
Notary Public
NAME:

My Commission Expires:
Stuart A. Lipson, Esq.
Fla. Bar No. 885770
13899 Biscayne Blvd. #404
Miami, FL 33181
(305) 947-3000



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MINUTES OF THE SPECIAL MEETING OF DIRECTORS/CORPORATE
OFFICERS/CORPORATE MEMBERS OF
MEDCAP FINANCIAL CORP.

The Special Meeting of SHAREHOLDERS, DIRECTORS/CORPORATE OFFICERS of the corporation was held at 7150 W. 20th Avenue, Suite 302 on February 17, 1998 at 10:00 a.m.

The following SHAREHOLDERS/ DIRECTORS/CORPORATE OFFICERS were present:

HENRY S. KOCH, Secretary/Vice President
ELLIOT KALUS, Treasurer/Vice President
RONALD EPSTEIN, Chairman/President appeared telephonically

being the majority of the SHAREHOLDERS/DIRECTORS/CORPORATE OFFICERS of the corporation and a quorum.

ELLIOT KALUS, Treasurer, was elected Chairman of the meeting and HENRY S. KOCH was elected Secretary of the meeting.

The Secretary then presented and read a Waiver of Notice of the meeting, subscribed by the majority of the SHAREHOLDERS/DIRECTORS/CORPORATE OFFICERS of the corporation, and it was ordered that it be appended to the minutes of the meeting.

The Chairman then stated that the meeting was called for the purpose of Amending the Articles of Incorporation to change the name of the corporation.

WHEREAS, there are THREE Shareholders of the corporation; and

WHEREAS, it was decided that the name of the corporation should be changed to MFC FINANCIAL CORP.
now, therefore be it;

RESOLVED, that the Chairman and Secretary cause the ARTICLES OF INCORPORATION to be amended to change the name of the corporation.

RESOLVED FURTHER;

That the Shareholders and Directors believe that it is in the best interests of the corporation to Amend the Articles of Incorporation in the proposed form submitted to the Directors and attached hereto, due to the above reasons and;

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RESOLVED FURTHER;

That the Chairman is directed to execute Articles of Amendment to the Articles of Incorporation in the proposed attached form and cause the Articles of Amendment to be filed with Secretary of State of Florida.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting adjourned.


ELLIOT KALUS, CHAIRMAN


HENRY KUCHE, SECRETARY/V. PRES.

The following have been appended to the minutes of the meeting:

Waiver of Notice of Special Meeting
Articles of Amendment to Articles of Incorporation

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