

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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8/5/98

*(Signature)*

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FILING

*Amendment*

1.) *The First American Investment Banking Corporation*  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

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4.)  
(CORPORATE NAME & DOCUMENT #)

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9.)  
(CORPORATE NAME & DOCUMENT #)

10.)  
(CORPORATE NAME & DOCUMENT #)

FILED  
98 AUG -5 PM 11:08  
RECEIVED  
98 AUG -6 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

*Amend*

*See 8/6*

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 5, 1998

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: THE FIRST AMERICAN INVESTMENT BANKING CORPORATION  
Ref. Number: P95000065825

Corrected  
8/6 NT ☺

We have received your document for THE FIRST AMERICAN INVESTMENT BANKING 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):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 798A00040945

RECEIVED  
98 AUG - 6 AM 9:57  
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
THE FIRST AMERICAN INVESTMENT BANKING CORPORATION**

98 AUG -6 PM 1:02  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

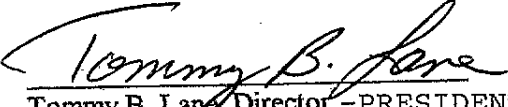
Article IV of the Articles of Incorporation of THE FIRST AMERICAN INVESTMENT BANKING CORPORATION (the "Corporation") was amended by the Corporation's board of directors on August 3, 1998. The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to Florida Statutes 607.0602.

1. The name of the corporation is The First American Investment Banking Corporation.
2. Article IV of the Articles of Incorporation of The First American Investment Banking Corporation was amended as follows:

"The Corporation is authorized to issue 10,000 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares," and all of which shall have the same rights and privileges."

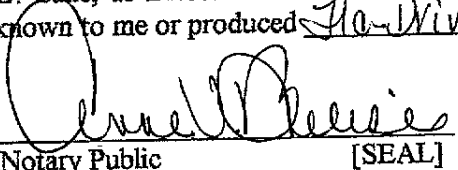
3. The foregoing amendment to the Articles of Incorporation was duly adopted by the board of directors of the Corporation and the shareholders of the Corporation on August 3, 1998, and the number of votes cast for the amendment by the shareholders and board members was sufficient for approval for the matter set forth herein.

In witness whereof, the undersigned Director of the Corporation has executed these Articles of Amendment on August 4, 1998.

  
Tommy B. Lane, Director - PRESIDENT

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Amendment to Articles of Incorporation was acknowledged before me this 4th day of August, 1998, by Tommy B. Lane, as Director of The First American Investment Banking Corporation, who is personally known to me or produced Handwritten ID as identification.

  
**ANNE V. BELISLE**  
Notary Public, State of Florida  
My Comm. Expires July 28, 2000  
Comm. No. CC572872

Notary Public

[SEAL]