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September 29, 1999

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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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Re: Chamberlain Funding Group, Inc. - Name Change Amendment

Ladies and Gentlemen:

On behalf of Chamberlain Funding Group, Inc., I am enclosing for filing and indexing executed Articles of Amendment to its Articles of Incorporation, which, among other matters, reflect a change in its name to Kendrick Pierce Securities, Inc. ("KPS"). Because that name may be deemed by your office to be deceptively similar to a separate active Florida corporation, Kendrick Pierce & Company, Inc. ("KPC"), there is annexed to this letter a statement executed by the Chairman of KPC advising of its acquisition of KPS, and consenting to the name change reflected in the Articles of Amendment. A separate copy of those Articles, together with KPC's check, made payable to the Florida Department of State, in the face amount of \$43.75 (covering the required filing fee and cost of obtaining a certified copy), are enclosed with this letter, and we request that a certified copy of the Articles of Amendment be prepared and returned to the undersigned at your early convenience.

Yours truly,

Jeremy P. Ross

Annexed Consent

The undersigned, in his capacity as Chairman of Kendrick Pierce & Company, Inc., hereby acknowledges that such Florida corporation has acquired Chamberlain Funding Group, Inc., is causing its name to be changed to Kendrick Pierce Securities, Inc., and consents to the use of such name by that entity, notwithstanding the similarity to Kendrick Pierce & Company, Inc.

Yours truly,

Richard P. Hunt, Chairman

enclosures

186942.1

NC Amend
10-18-99
HKS

FILED
99 OCT -8 AM 9:12
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
CHAMBERLAIN FUNDING GROUP, INC.

CHAMBERLAIN FUNDING, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. Article I and Article III of the Corporation's Articles of Incorporation are hereby deleted in their entirety and there is substituted in lieu thereof, also to be designated as Articles I and III, the following material:

ARTICLE I
Corporate Name and Principal Office

The name of the Corporation shall be Kendrick Pierce Securities, Inc. and the street address of its principal office shall be 324 S. Hyde Park Avenue, Suite 202, Tampa, Florida 33606.

ARTICLE IV
Registered Office and Agent

The street address of the registered office of the Corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the registered agent of the Corporation at such address shall be Jeremy P. Ross.

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §§607.1005 and .1006, Florida Statutes, the sole shareholder of the Corporation and all directors having executed a written statement, dated as of September 27, 1999, manifesting their intentions that the amendment be adopted.

4. The amendment recited in Section 1 above has been duly approved by the shareholders of the Corporation in accordance with the provisions of §607.1006, Florida Statutes, and the number of votes cast for the amendment by the shareholders was sufficient for its approval.

IN WITNESS WHEREOF, CHAMBERLAIN FUNDING GROUP, INC. has caused these Articles of Amendment to be prepared under the signature of its President this 29th day of September 1999.

CHAMBERLAIN FUNDING GROUP, INC.

By: 

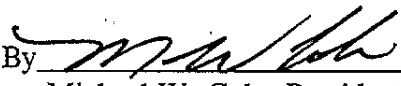
Michael W. Cole, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE EFFECTING CHANGE IN
IDENTITY OF REGISTERED AGENT**

Pursuant to the provisions of Section 607.0502, Florida Statutes, CHAMBERLAIN FUNDING GROUP, INC., a Florida corporation currently maintaining a Registered Office at 1111 North Westshore Boulevard, Suite 200-B, Tampa, Florida 33607, desiring to effect a change in the identity of its registered agent, currently Micheal W. Cole, and the location of its registered office, hereby designates Jeremy P. Ross, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State, and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its new Registered Agent, as its Registered Office.

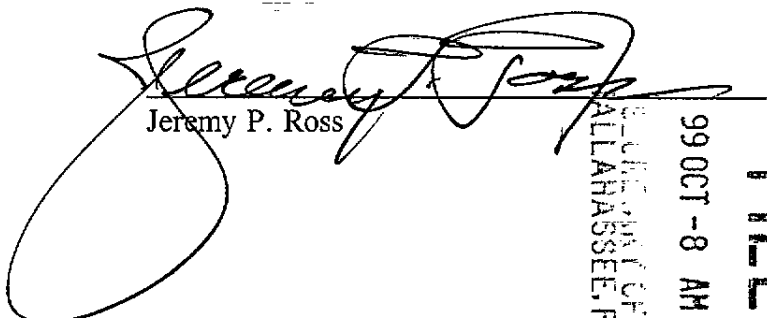
CHAMBERLAIN FUNDING GROUP, INC.

By 
Micheal W. Cole, President

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

186802.1


Jeremy P. Ross

FILED
99 OCT -8 AM 9:12
CLERK OF STATE
TALLAHASSEE, FLORIDA