

P96000036430

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

TRACK SECURITIES CORP.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 16, 2001

TRACK SECURITIES CORP.
1800 CORPORATE BLVD.
SUITE 303
BOCA RATON, FL 33431US

SUBJECT: TRACK SECURITIES CORP.
REF: P96000036430

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Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TRACK SECURITIES CORP.
(a Florida corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The Articles of Incorporation of Track Securities Corp. were filed on April 22, 1996.

SECOND: Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following articles of amendment to its articles of incorporation:

That the name of the corporation shall be and is hereby changed to "Briarcliff Capital Corporation;"

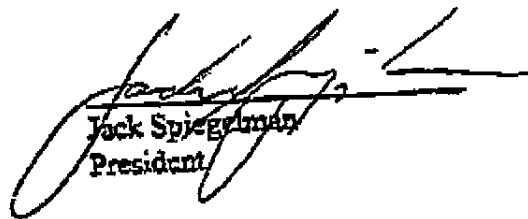
That the corporation shall operate under this new name in all future matters; and

That the corporation shall recall all stock certificates issued to shareholders in the name of Track Securities Corp. and issue stock certificates to shareholders in the new name, Briarcliff Capital Corporation.

THIRD: The date of each amendment's adoption: July 18, 2001.

FOURTH: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Dated August 16, 2001


Jack Spiegelman
President

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