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CONTACT: BARBARA A MURPHY
PHONE: (813)221-3900 FAX #: (813)221-2900
NAME: BARCLAY FINANCIAL GROUP, INC.
AUDIT NUMBER.....H97000006582
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 1
CERT. COPIES.....0 DEL.METHOD.. FAX
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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BARCLAY FINANCIAL GROUP, INC.**

WHEREAS, the Articles of Incorporation of BARCLAY FINANCIAL GROUP, INC. (the "Corporation") were filed with and approved by the Secretary of State of Florida on the 3rd day of June, 1996;

WHEREAS, it is the intention of the sole director and of the sole stockholder of the Corporation that the Articles of Incorporation be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to Articles of Incorporation hereinafter set forth was approved by unanimous consent of all the directors and all the stockholders of the Corporation pursuant to the provisions of Section 607.0821 and Section 607.0704, Florida Statutes, by a Written Statement Manifesting Director and Stockholder Approval of an Amendment to the Articles of Incorporation dated as of the 17th day of April, 1997;

WHEREAS, the approval of the Secretary of State of Florida to the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following:

Article I

Name

The name of this corporation is: **MARQUIS CAPITAL, INC.**

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation is hereby executed on behalf of the Corporation by its President this 17th day of April, 1997.

BARCLAY FINANCIAL GROUP, INC.



David S. Coia, President

Prepared by: Stephen M. Hudoba, Esquire
Hill, Ward & Henderson, P. A.
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