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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. First Equity Partners Group, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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MAY 13 PM 12:44
TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 MAY 13 AM 11:29
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT OF
THE ARTICLES OF INCORPORATION

OF

FIRST EQUITY PARTNERS GROUP, INC.

FILED
97 MAY 13 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1002 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of FIRST EQUITY PARTNERS GROUP, INC. (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is FIRST EQUITY PARTNERS GROUP, INC.

SECOND: Article V of the Articles of Incorporation is amended in its entirety to read as follows:

Article V.

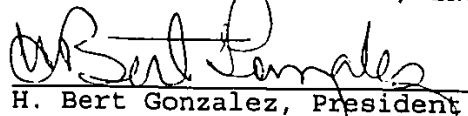
"The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$.001 per share."

THIRD: The foregoing amendment was adopted by the unanimous written consent of all of the Directors and all of the Shareholders of the Corporation, in accordance with Sections 607.1003 and 607.0704 of the Florida Statutes, on May 9, 1997, constituting a sufficient number of votes to approve the amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument this 9th day of May, 1997.

FIRST EQUITY PARTNERS GROUP, INC.

By:


H. Bert Gonzalez, President