

LAW OFFICES

GREGORY A. MARTIN
& ASSOCIATES, P.A.

January 9, 1997

NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
SUITE 601
MIAMI, FLORIDA 33132
TELEPHONE (305) 373-4644
TELEFAX (305) 373-5744

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700002055107--6
-01/13/97--01005-012
*****35.00 *****35.00

Re: The Martin Financial Group, Inc.
Martin Accounts Receivable Services, Inc.

Dear Sir or Madam:

I am enclosing for filing an original plus one copy of an Amendment to the Articles of Incorporation for each of the above referenced corporations. I have also enclosed two checks for \$35.00 representing the appropriate filing fee for the same.

If you have any questions, or need additional information, please contact me at (305) 373-4644. Thank you for your anticipated cooperation.

Sincerely yours,

Gina A. Dombosch
Gina A. Dombosch, Esq.

Enclosures

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FILED
97 JAN 22 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 17, 1997

Gina A. Dombosch, Esq.
Gregory A. Martin & Associates, P.A.
100 N. Biscayne Blvd., Suite 601
Miami, FL 33132

SUBJECT: THE MARTIN FINANCIAL GROUP, INC.
Ref. Number: P96000104402

We have received your document for THE MARTIN FINANCIAL GROUP, INC. 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 word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 697A00002499

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
THE MARTIN FINANCIAL GROUP, INC.
(BY THE INCORPORATOR)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION
ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF
AMENDMENT.**

- FIRST:** The name of the corporation is The Martin Financial Group Inc.
- SECOND:** The names of the first directors of the corporation are Martin Tchanz and Mark A. Silverman.
- THIRD:** The Articles of Incorporation of this Corporation are amended by changing the Article numbered "8" so that, as amended, said Article shall read as follows:
- ARTICLE VIII.** The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:
- Martin Tschanz
David Smith
- FOURTH:** The Amendment to the Articles of Incorporation of the Corporation set forth above was adopted on the 21st day of January 1997.
- FIFTH:** Prior to the issuance of shares, the amendment was adopted by the incorporator and shareholder action was not required.

Signed this 21st day of January, 1997

THE MARTIN FINANCIAL GROUP, INC.

By:


Gregory A. Martin
Incorporator