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September 4, 1997

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Secretary of State of Florida
Corporations
409 East Gaines Street
Tallahassee, Florida

Re: Noble Equities Trust Financial Corporation

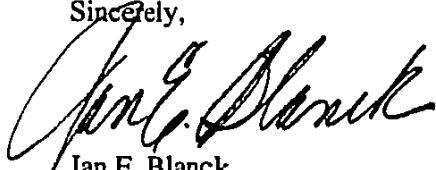
Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Amendment to the Articles of Incorporation of Noble Equities Trust Financial Corporation, in duplicate. Also enclosed is our check in the amount of \$87.50 in payment of filing fees and a certified copy of the filing.

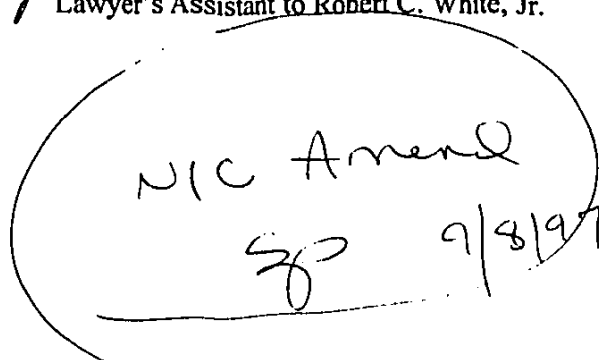
We are also returning the proposed articles for a new Florida corporation by the same name, Noble Equities Trust Financial Corporation, your file number W97000019793. When the name change for the former Noble Equities Trust Financial Corporation has been effected, please file these Articles.

Thank you for your cooperation with this matter.

Sincerely,


Jan E. Blanck,
Lawyer's Assistant to Robert C. White, Jr.

cc: Robert C. White, Jr.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
91 SEP -8 AM 9:00

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF NOBLE EQUITIES TRUST FINANCIAL CORPORATION,
A FLORIDA CORPORATION**

In accordance with the terms of Section 607.1006 of the Florida Business Corporation Act, **NOBLE EQUITIES TRUST FINANCIAL CORPORATION**, a Florida corporation, hereby adopts the following amendment to its Articles of Incorporation:

Article I is hereby amended to read as follows:

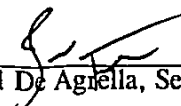
ARTICLE I
NAME

The name of the Corporation is **NOBLE HOLDINGS CORP.**

The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by means of a Written Consent of the Sole Director of the Corporation named in its Articles of Incorporation dated August 26, 1997, prior to the issuance of shares in accordance with the terms of Section 607.1002 of the Florida Business Corporation Act.

NOBLE EQUITIES TRUST FINANCIAL CORPORATION,
a Florida corporation

By: _____


Immanuel De Agnelli, Secretary

Date: August 26, 1997

FILED STATE
SECRETARY OF CORPORATIONS
97 SEP - 8 AM 9:00