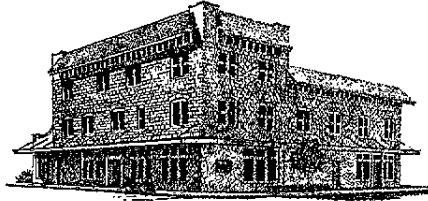


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HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.

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Bradenton, Florida 34205-7504  
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W. NELSON KIRKLAND



Please Reply To:  
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Bradenton, Florida 34206-0400

Fax: (941) 746-9229

November 17, 1997

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL. 32314

Re: **First Hotel Investors, Inc.**

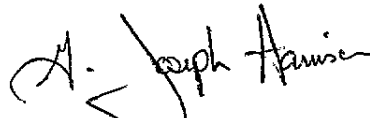
Gentlemen::

Enclosed herewith for filing with the State of Florida is an Amendment to the Articles of Incorporation reference the above. Also, enclosed is our check in the amount of \$35.00 to cover this filing.

Please process the enclosed amendment and return the copy provided to the attention of the undersigned.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS  
& KIRKLAND, P.A.

  
G. Joseph Harrison

GJH:jd

Encs: Original Amendment to the Articles of Incorporation  
Copy of Amendment to the Articles of Incorporation  
Check #29233, \$35.00 payable to Department of Florida, Division of Corporations

H:\j-davis\1st Hotel Amend Art of Incorp filing.doc

FILED  
97 NOV 21 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEC 1 1997

AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

FIRST HOTEL INVESTORS, INC.

FILED  
97 NOV 21 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned President and Secretary of FIRST HOTEL INVESTORS, INC., a corporation organized under the laws of the State of Florida, hereby certify:

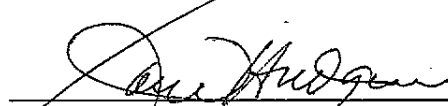
1. That the name of the corporation is FIRST HOTEL INVESTORS, INC.

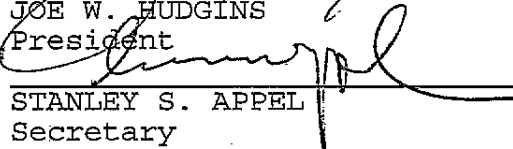
2. The Articles of Incorporation of said corporation are amended as follows:

A. The name of the corporation is hereby changed to "FIRST PRIME FINANCIAL GROUP INTERNATIONAL, INC." and the previous name of the corporation shall be deleted from the Articles of Incorporation in each and every place where it appears and the new name substituted in place thereof. Said name change shall take effect immediately upon the filing of this Amendment to the Articles of Incorporation.

3. In all other respects the Articles of Incorporation are ratified, reaffirmed and remain unchanged.

4. The above Amendment to the Articles of Incorporation of FIRST HOTEL INVESTORS, INC. were adopted by the Shareholders of the Corporation, by written consent of a majority of Shareholders entitled to vote thereon pursuant to Florida Statute Section 607.0704(1995) on the 18 day of Nov, 1997.

  
\_\_\_\_\_  
JOE W. HUDGINS  
President

  
\_\_\_\_\_  
STANLEY S. APPEL  
Secretary

STATE OF FLORIDA  
COUNTY OF MANATEE

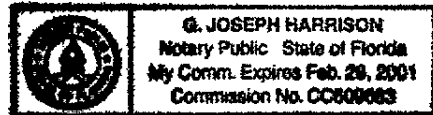
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County last aforesaid to take acknowledgments, personally appeared JOE W. HUDGINS, personally known to me to be the President of FIRST HOTEL INVESTORS, INC., and that he acknowledged executing the same under authority duly vested in him by said corporation, and that the corporate seal affixed thereto is the true corporate seal of the corporation.

WITNESS my hand and official seal in the State and County last aforesaid, this 18 day of November, 1997.

(Notary Seal)

A. Joseph Harrison  
Signature  
Print Name  
NOTARY PUBLIC-STATE OF FLORIDA  
Commission No. \_\_\_\_\_

My Commission Expires:



STATE OF FLORIDA  
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County last aforesaid to take acknowledgments, personally appeared STANLEY APPEL, personally known to me to be the Secretary of FIRST HOTEL INVESTORS, INC., and that she acknowledged executing the same under authority duly vested in her by said corporation, and that the corporate seal affixed thereto is the true corporate seal of the corporation.

WITNESS my hand and official seal in the State and County last aforesaid, this 18 day of November, 1997.

(Notary Seal)

A. Joseph Harrison  
Signature  
Print Name  
NOTARY PUBLIC-STATE OF FLORIDA  
Commission No. \_\_\_\_\_

My Commission Expires:

H:\PS\Gen\First Hotel-Amend.Art

