

TRANSMITTAL LETTER

P97000064147

Department of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

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-08/10/00--01097--003
*****61.25 *****61.25

SUBJECT: ARTICLES OF AMENDMENT
PENNY HILL, INC.


Enclosed are an original and one copy of the Articles of Amendment to change the name of this corporation to 1st EQUITY GROUP, INC.

Also enclosed is a check made payable to DEPARTMENT OF STATE in the amount of \$61.25 for the following:

Filing fee for Articles of Amendment	\$35.00
Certified copies of Amendment (2 pg. @ \$8.75 ea.)	\$17.50
Certification of Status	\$ 8.75
Total	\$61.25

FILED
00 SEP - 1 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM:


WILLIAM F. SMITH, JR.
745 32nd Terrace
Vero Beach, FL 32968
(561) 778-7824

8/1-00
P97000064147
NC+Amend 8-10-00
* 2 cert copy = OK
* 1 - cert of state
4/RS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 22, 2000

WILLIAM F. SMITH, JR.
745 32ND TERRACE
VERO BEACH, FL 32968

SUBJECT: PENNY HILL, INC.
Ref. Number: P97000064147

We have received your document for PENNY HILL, INC. and your check(s) totaling \$61.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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 (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 500A00044913

**ARTICLES OF AMMENDMENT
OF
PENNY HILL, INC.**

The undersigned corporation, in accordance with the Florida General Corporation Act and its By-Laws, hereby adopts the following Articles of Amendment:

ARTICLE I

Article I of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"The name of this corporation is EQUITY FIRST, INC."

ARTICLE II

Article II of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"The principle place of business and mailing address of this corporation shall be:
1902 14th Avenue, Vero Beach, Florida 32960."

ARTICLE III

The Amendments have been adopted by written consent of all of the Directors and all of the Shareholders of the corporation, pursuant to Section 607.1003, Florida Statutes.

The effective date of such Consent, and if this Amendment, is as of the date hereof. A copy of such written consent is attached to these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation this 30th day of August, 2000.

PENNY HILL, INC.

By: _____

WILLIAM F. SMITH, JR., President

FILED
00 SEP - PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WRITTEN UNANIMOUS CONSENT
IN LIEU OF A MEETING**

The undersigned, being the holders of all outstanding shares of PENNY HILL, INC. entitled to vote at a meeting of shareholders, do hereby consent to the following resolution adopted by the Board of Directors of PENNY HILL, INC. taken on August 30, 2000.

On motion made and carried, the following resolution were adopted:

RESOLVED, that the name of the corporation shall be changed to

EQUITY FIRST, INC.

And further

RESOLVED, that the principle place of business and mailing address of the corporation shall be changed to:

1902 14th Avenue
Vero Beach, Florida 32960

PENNY HILL, INC.

By: _____

WILLIAM F. SMITH, JR., President

FILED
00 SEP -1 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA