REFERENCE

746347

4320229

AUTHORIZATION

COST LIMIT :

\$ 35.00

ORDER DATE: March 18, 1998

ORDER TIME : 10:06 AM

ORDER NO. : 746347-005

CUSTOMER NO: 4320229

CUSTOMER: Kelly A. Howley, Paralegal

Kilpatrick Stockton, LLP

Suite 2800

CONTACT PERSON: Janna Wilson

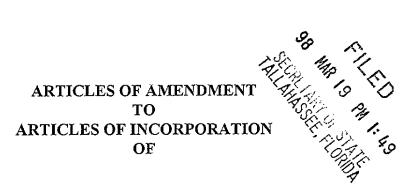
1100 Peachtree Street_ Atlanta, GA 30309

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DOMESTIC AMENDMENT FILING

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|---------------------------------------------------------------------------|----------------------------------|
| Name Name: Name Name Name CENESIDS FINANCIAL CORP. Cocument Examiner | DIV 9 |
| EFFICTIVE DATE podater Update | SECE 98 MAR 19 DIVISION OF |
| XX ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION ON | OF CORPORATION |
| PLEASE RETURN THE FOLLOWING AS PROOF OF WEILING: | (V.1.10) |
| CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING | |

EXAMINER'S INITIALS:



JW Genesis Financial Corp.

(Present Name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

First:

Amendment(s) adopted:

(indicate article number(s) being amended, added or deleted)

ARTICLE I is deleted in its entirety and the following ARTICLE I is added;

"ARTICLE I NAME

The name of the Corporation is

JWGenesis Financial Corp."

The following ARTICLE X and ARTICLE XI are added;

"ARTICLE X SPECIAL MEETINGS OF SHAREHOLDERS

A special meeting of shareholders of one or more classes or series of the Corporation's shares shall be called by the Corporation upon the written request of the holders of shares representing forty percent (40%) or more of the votes entitled to be cast on each issue proposed to be considered at the special meeting.

ARTICLE XI SHAREHOLDER ACTION WITHOUT A MEETING

Any action required or permitted to be taken at an annual or special meeting may be taken without a meeting, without prior notice, and without a vote if the action is taken by unanimous written consent of the holders of the outstanding stock of each voting group entitled to vote thereon."

If an amendment provides for an exchange, reclassification or

cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: The date of each amendment's adoption: <u>January</u> 20, 1998 Third: Fourth: Adoption of Amendment(s) (CHECK ONE) \mathbf{X} The amendment(s) was/were_approved by the shareholders. number of votes cast for the amendment(s) was/were sufficient for approval. The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): "The number of votes case for the amendment(s) was/were sufficient for approval by voting group The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. day of January Signed this Signature Joel El Marks, Vice President, Secretary and Treasurer

Second: