



THE UNITED STATES
CORPORATION
COMPANY

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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 682321 165947A

AUTHORIZATION : Patricia Piment

COST LIMIT : \$ 35.00

ORDER DATE : January 26, 1998

ORDER TIME : 4:35 PM

ORDER NO. : 682321-015

CUSTOMER NO: 165947A

CUSTOMER: Mr. Fred Morgenstern
Mr. Fred Morgenstern
Suite 407
4901 Northwest 17th Way
Fort Lauderdale, FL 33309

name
change
amend

900002417779--3

DOMESTIC AMENDMENT FILING

NAME: MERIT CAPITAL GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE I of the Articles of Incorporation of
MERIT CAPITAL GROUP, INC. shall be amended to read as
follows:

ARTICLE I. NAME

The name of the corporation shall be:

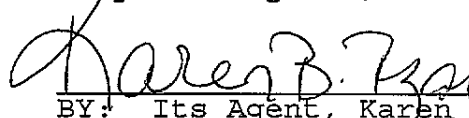
MERIT CAPITAL GROUP, INC.

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator
without shareholder action because shareholder action was not
required.

The foregoing amendment was adopted on the 30th day
of January, 1998.

Corporate Agents, Inc.



BY: Its Agent, Karen B. Rozar
Incorporator