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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
409 E Gaines Street  
Tallahassee, FL 32399

60000311156-4  
-01/26/00-01059-011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Subject: Name Change  
M.B.A. Capital Management, Inc. change name to: The Investment  
Advisory Group, Inc.

Date: January 24, 2000

00 JAN 26 AM 8:47  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the Amendment of Articles of Incorporation for M .B. A. Capital Management, Inc. name change to: The Investment Advisory Group, Inc. with a check for \$ 35.00 for filings fees. Please return one stamped copy of the articles to the following:

Sandra Kritch  
First American Financial Services, Inc.  
26340 US 19 N  
Clearwater, Florida 33761  
727- 726-5529

*N/C*

V. SHEPARD FEB 3 2000

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**

FILED  
00 JAN 26 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

M.B.A Capital Management, Inc.

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(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this 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)*

Name Change To: The Investment Advisory Group, Inc.

**SECOND:** 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:

**THIRD:** The date of each amendment's adoption: 1-24-2000

**FOURTH:** Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The 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 cast 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.

(continued)

Signed this 24th day of January, 2000.

Signature Michael J. Freiwald  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Michael J. Freiwald

Typed or printed name

President

Title