

P98000079712

BRUCE G. KASSMAN, P.A.
ATTORNEY AT LAW

Member of FL, CA and NY Bars

FILED
98 DEC 21 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 16, 1998

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

RE: AMENDMENT TO ARTICLES OF INCORPORATION
NAUTILUS FINANCIAL GROUP, INC.

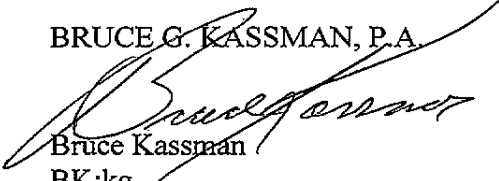
Dear Division of Corporations:

Enclosed you will find Articles of Amendment to Articles of Incorporation of Nautilus Financial Group, Inc. and our law office check number 1813 for \$35.00 to cover the filing fee. Please file these and send confirmation of filing to this office at your earliest convenience.

Thank you for your attention to this matter. If you have any questions do not hesitate to call.

Very truly yours,

BRUCE G. KASSMAN, P.A.


Bruce Kassman
BK:kg

Enclosures

000002717860--7
--12/21/98--01108--011
*****35.00 *****35.00

N.C.
1-6-99
cc

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NAUTILUS FINANCIAL GROUP, INC.**

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:

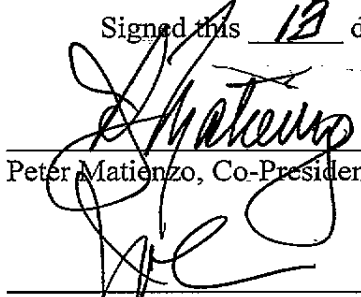
FIRST: Amendments adopted: "Article I - Name" is hereby amended to change the name of the corporation from Nautilus Financial Group, Inc. to Matienzo, Nolan & Associates, Inc. and to read as follows:

The name of this corporation is Matienzo, Nolan & Associates, Inc.

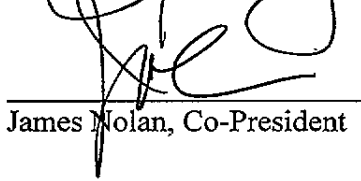
SECOND: The amendment was adopted on the 3rd day of December 1998.

THIRD: Adoption of the Amendments: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 13 day of December 1998.



Peter Matienzo, Co-President



James Nolan, Co-President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 21 PM 1:58

FILED