

P98000089235

Memorandum

November 22, 1999

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

800003052908--7  
-11/23/99--01042--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Amendment: GMB Associates, Inc.

Please file the following amendment. A check for \$35.00 is enclosed for the following fees:

Amendment Fee \$35.00

I have included a self-addressed envelope for purposes of returning a file copy accordingly to address below.

Thank you,  
GMB Associates, Inc.



Nicholas A. Natale  
Director, Secretary

At:  
1451 W. Cypress Creek Road  
Suite 300  
Fort Lauderdale, FL 33309

FILED  
99 NOV 23 PM 2: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-6  
name  
chg

EXHIBIT A

MINUTES OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS  
OF  
GMB ASSOCIATES, INC.

A special meeting of the Board of Directors of the above captioned Corporation was held on the 19<sup>th</sup> day of November, 1999 at 10:30 AM.

The sole member of the Board of Directors being present, the meeting was called to order by the Secretary. The Secretary then advised that there were two (2) agenda items being contemplated by the corporation:

1. Changing the name of the corporation; and
2. Changing the principal place of business.

The below resolutions were recommended by the Managing Director and Secretary and, upon motion duly made, were seconded and unanimously carried:

RESOLVED: Article I – NAME was amended to GALLEON MERCHANT BANKING, INC.;

RESOLVED: Article II – PRINCIPAL OFFICE and mailing address of this corporation was amended to : 1451 W. Cypress Creek Road, Suite 300, Fort Lauderdale, FL 33309.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

Submitted:



Nicholas A. Natale, Director, Secretary

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES of AMENDMENT  
TO  
ARTICLES of INCORPORATION  
OF  
GMB ASSOCIATES, INC.**

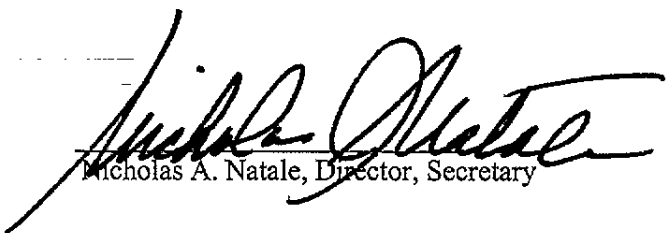
Pursuant to provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** The undersigned, Nicholas A. Natale, being the Director, Secretary of GMB Associates, Inc., a Florida corporation, as document P98000089235, hereby certifies that by unanimous vote of the Board of Directors and unanimous vote of the Stockholders at a meeting held on November 19, 1999 at 10:30 AM (minutes attached hereto as Exhibit A), it was agreed that these Articles of Amendment to ARTICLES of INCORPORATION be adopted and filed.

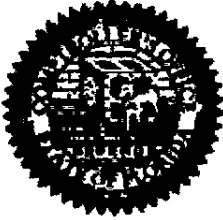
**SECOND:** Article I - The name of the corporation shall be changed to GALLEON MERCHANT BANKING, INC.

**THIRD:** Article II - The principal place of business and mailing address of this corporation shall be: 1451 W. Cypress Creek Road, Suite 300, Fort Lauderdale, FL 33309

Submitted:  
Signed this 22<sup>nd</sup> day of November, 1999

  
Nicholas A. Natale, Director, Secretary

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ROBERT F. MULLIGAN  
COMPTROLLER OF FLORIDA

**OFFICE OF THE COMPTROLLER**  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

November 8, 1999

Mr. Nicholas A. Natale  
President  
GMB Associates, Inc.  
1451 W. Cypress Creek Road  
Suite 300  
Ft. Lauderdale, Florida 33309

Dear Mr. Natale:

Re: "Galleon Merchant Banking, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

  
Art Simon  
Director

:kr

cc: Karon Beyer, Chief  
Bureau of Corporate Records  
Division of Corporations  
Secretary of State's Office

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FILED**