

P99000023498

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ATTORNEYS AT LAW

THE COLONNADE, SUITE 710

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CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 444-7344

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December 23, 1999

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-12/27/99-01131-013

\*\*\*\*\*43.75 \*\*\*\*\*43.75

Florida Department of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
00 FEB -2 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Articles of Amendment to Articles of Incorporation  
UNITED CAPITAL MARKETS, INC., document no: P99000023498

To Whom It May Concern:

Enclosed herein are the Articles of Amendment to the Articles of Incorporation of the above captioned company. I am hereby requesting a certified copy of the Articles of Amendment. Also enclosed is my check no. 4776, in the amount of \$43.75, made payable to the Florida Department of State, to cover the fees for filing and a certified copy.

Please forward the certified copy to me in the enclosed self-address envelope.

If you have any questions, please call me.

Sincerely,

*Jenifer L. Rudasill*

Jenifer L. Rudasill  
Legal Assistant

~~wa 607~~

N/c

JLR/  
Enclosures

V. SHEPARD FEB 3 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 11, 2000

JENIFER L. RUDASILL  
THE COLONNADE, STE. 710  
2333 PONCE DE LEON BLVD.  
CORAL GABLES, FL 33134

SUBJECT: UNITED CAPITAL MARKETS, INC.  
Ref. Number: P99000023498

We have received your document for UNITED CAPITAL MARKETS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 000A00001338

RECEIVED  
00 JAN 24 AM 10:12  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 26, 2000

JENIFER L. RUDASILL  
THE COLONNADE, SUITE 710  
2333 PONCE DE LEON BLVD.  
CORAL GABLES, FL 33134

SUBJECT: UNITED CAPITAL MARKETS, INC.  
Ref. Number: P99000023498

We have received your document for UNITED CAPITAL MARKETS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 200A00003785

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
UNITED CAPITAL MARKETS, INC.**

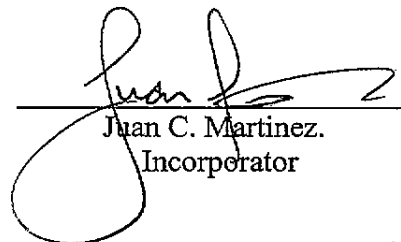
FILED  
00 FEB -2 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

UNITED CAPITAL MARKETS, INC., a Florida corporation (the "Corporation"), hereby certifies to the Department of State of Florida and to all concerned that, effective December 23, 1999:

FIRST: The Articles of Incorporation of the Corporation, originally filed on March 9, 1999 under document number P99000023498, have been hereby amended to change the name to UNITED CAPITAL MARKETS HOLDINGS, INC.

SECOND: The foregoing amendment to the Articles of Incorporation of the Corporation as hereinabove set forth have been duly authorized, adopted and approved by the Incorporator of the Corporation on December 23, 1999, and no shareholders action was required.

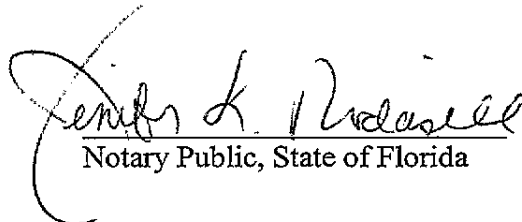
IN WITNESS WHEREOF, the Corporation has caused these presents to be duly executed on its behalf by its undersigned Incorporator on this 31<sup>st</sup> day of January, 2000.

  
\_\_\_\_\_  
Juan C. Martinez.  
Incorporator

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF MIAMI -DADE    )

BEFORE ME, the undersigned authority, personally appeared Juan C. Martinez, the Incorporator of the Corporation named in the above foregoing Articles of Amendment, who is personally known to me and who took an oath, acknowledging that he executed same for and on behalf of said Corporation as its duly authorized agent, for the uses and purposes therein set forth and contained.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal in the State and County aforesaid, this 31<sup>st</sup> day of January, 2000.

  
Notary Public, State of Florida

Name: \_\_\_\_\_  
My Commission Number is: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

OFFICIAL NOTARY SEAL  
JENIFER L. RUDASILL  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC667E04  
MY COMMISSION EXP. JULY 29, 2001