

P99000071623

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Account Name : ATLAS PEARLMAN, P.A. *mm*
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BASIC AMENDMENT

PHEONIX INVESTMENT MANAGEMENT, INC.

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Name Change

11/26/01

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ATLAS PEARLMAN

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November 26, 2001

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

Re: Rejected Filing for Pheonix Investment Management, Inc.
Document # P99000071623

Dear Madam or Sir:

Please note that this Amendment, changing the name of Pheonix Investment Management, Inc. (the "Company") to Excalibur Advisers, Inc., was to be filed immediately following the reinstatement of the Company, which Application was personally delivered to the Division of Corporations on November 20, 2001 and filed on November 21, 2001.

Please file this Amendment with a filing date as of November 21, 2001, the date of initial receipt. If you have questions, please contact me at (954) 766-7829.

Thank you.

Sincerely,



Myra Mahoney
Corporate Paralegal

7504-00200 339088.1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 21, 2001

PHEONIX INVESTMENT MANAGEMENT, INC.
2090 PALM BEACH LAKES BLVD., SUITE 700
WEST PALM BEACH, FL 33409

SUBJECT: PHEONIX INVESTMENT MANAGEMENT, INC.
REF: P99000071623

We have received your document for PHEONIX INVESTMENT MANAGEMENT, INC. .
However, the enclosed document has not been filed and is being returned to
you for the following reason(s):

The amendment cannot be filed as the reinstatement was returned to RUDEN
MCCLOSKEY ETAL today.

If you have any questions concerning this matter, please either respond in
writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 801A00062487

Please file as of 11/21/01.

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
PHEONIX INVESTMENT MANAGEMENT, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 NOV 21 PM 4:53

Pursuant to Chapter 607 of the Business Corporation Act of the State of Florida, the undersigned, being the President of Pheonix Investment Management, Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("Corporation"), bearing document number P99000071623 does hereby certify:

FIRST: That pursuant to Written Consent of the Sole Director and the Sole Shareholder of the Corporation dated November 20, 2001, the Sole Director and Sole Shareholder approved the Amendment to the Corporation's Articles of Incorporation as follows:

Article I of the Corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:

**ARTICLE I
NAME**

The name of the Corporation shall be Excalibur Advisers, Inc.

SECOND: The foregoing amendment was adopted by the Sole Director and the Sole Shareholder of the Corporation pursuant to a Written Consent of the Sole Director of the Corporation and by the Sole Shareholder of the Common Stock of the Corporation dated November 20, 2001, acting by Written Consent pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of November 20, 2001.

PHEONIX INVESTMENT MANAGEMENT, INC.


Michael Burnick, President

KIM L. ROBINS, ESQ., FLA BAR #0520268
Atlas Pearlman, P.A.
350 E. Las Olas Boulevard, Ste. 1700
Fort Lauderdale, Florida 33301 (954) 763-1200

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