

INVESTAR

February 23, 2001

Division of Corporations
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

S10813

FILED
01 FEB 23 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Amendment

Dear Sir:

Please find enclosed one fully-executed Articles of Amendment to change the name of "Thomas, Pierce & Company of Florida, Inc." to "3477 Acquisition Corporation of Florida, Inc." Send a certified copy and a certificate of status to:

Sean J. Coleman
c/o Millennium Settlements
6095 Lake Forrest Drive,
Suite 260
Atlanta, GA 30328

900003758619--6
-02/26/01--01003--013
*****43.75 *****43.75

The filing fee and certified copy fee of \$43.75 is enclosed. Please do not hesitate to call me at 404-851-1700 with any questions. Thank you for your assistance.

Sincerely,



Sean J. Coleman
Chief Administrative Officer and General Counsel

NK
2-23-01
BNS

INVESTAR HOLDINGS, INC.

3522 THOMASVILLE ROAD, SUITE 301, TALLAHASSEE, FL 32308

(800) 583-1256 (850) 894-4957 (850) 894-4269 FAX

WWW.INVESTAR.ORG

SECURITIES OFFERED THROUGH FIRST ALLIED SECURITIES, INC. MEMBER NASD/SIPC

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF THOMAS, PIERCE & COMPANY OF FLORIDA, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, the President of Thomas, Pierce & Company of Florida, Inc., a Florida corporation (the "Corporation"), desiring to amend the Articles of Incorporation of the Corporation pursuant to Section 607.1006 of the Florida Business Corporation Act, states as follows:

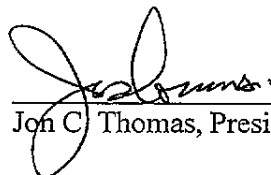
1. The name of the Corporation is Thomas, Pierce & Company of Florida, Inc.
2. The Articles of Incorporation of the Corporation are amended by deleting Article I in its entirety and inserting the following Article I in its place and stead:

Article I – Name.

"The name of the corporation is 3477 Acquisition Corporation of Florida, Inc."

3. The amendment to the Articles of Incorporation of the Corporation was approved by unanimous consent of the shareholders on February 21, 2001.
4. The Amendment was approved by unanimous consent of all of the shareholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Amendment effective this 22 day of February, 2001.



Jon C Thomas, President