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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/16/04
Amendment
to merger
of

FERRANTE & ASSOCIATES
ATTORNEYS AT LAW

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March 29, 2004

Florida Department of State
Amendment Section - Division of Corp.
409 E. Gaines Street
Tallahassee, FL 32399

Re: Florida Textbook Depository, Inc. AND Sterling Fin. & Mgmt, Inc.

Dear Madam/Sir:

Enclosed for filing please find the various merger documents, including the following:

1. Articles of Merger: Florida Textbook Depository, Inc. into DDS Southwest Holdings, Inc.;
2. Agreement and Plan of Merger: Florida Textbook Depository, Inc. into DDS Southwest Holdings, Inc.;
3. Check No. 11901 in the amount of \$78.75;
- ✓ 4. Articles of Amendment to Articles of Merger: F.C.L.S., Inc. into Sterling Fin. & Mgmt, Inc.
5. Check No. 11902 in the amount of \$43.75;

If there are any questions regarding these documents, please feel free to call me. Otherwise kindly forward a certified copy of each filed document to my attention at Ferrante & Associates. Thank you for your attention to this matter.

Very truly yours,



Leslie Powell
Executive Assistant

enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF MERGER
AND
AGREEMENT AND PLAN OF MERGER**

DOCUMENT NUMBER S33099

Sterling Fin. & Mgmt, Inc. adopts the following amendment (this "Amendment") to that certain Articles of Merger and Agreement and Plan of Merger entered into between F.C.L.S., Inc. and Sterling Fin. & Mgmt, Inc.

WHEREAS, F.C.L.S., Inc., a Florida corporation (the "Merged Corporation") merged with and into Sterling Fin. & Mgmt, Inc., a Florida corporation (the "Surviving Corporation") pursuant to a certain Articles of Merger and Agreement and Plan of Merger (the "Merger Agreement") filed with the Secretary of State of the State of Florida and made effective as of January 31, 2004.

AND WHEREAS, the Surviving Corporation deems it desirable and in the best interest of the Surviving Corporation and its shareholders that these Articles of Amendment be filed with the State of Florida so that certain typographical errors in the Merger Agreement may be corrected.

First: This Amendment will become effective on the date on which it is filed with the Secretary of State of the State of Florida.

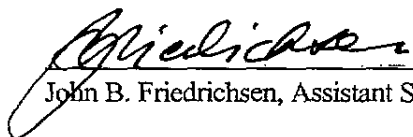
Second: Subsection 8(a)(i) of the Merger Agreement is hereby deleted in its entirety and replaced with the following:

- "(i) Each share of the Merged Corporation Common Stock that is issued and outstanding (other than shares of the Merged Corporation Common Stock, if any, held in the treasury of Merged Corporation) immediately prior to the Effective Time, on and after the Effective Time, shall automatically, by virtue of the Merger and without further action, cease to exist and shall be converted into one hundredth (.001) of a share of the common stock of The Continental Group, Inc. (formerly known as TCG 2002, Inc.), the sole shareholder of the Surviving Corporation. There shall not be any issued and outstanding stock of the Merged Corporation that will not be so converted."

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Third: This Amendment was adopted and approved by the shareholders of the Surviving Corporation on March 18, 2004. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Signed this 26th day of March, 2004.


John B. Friedrichsen, Assistant Secretary