

Document Number Only

S52864

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

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City

State

Zip

Phone

900002442669--5

-02/27/98--01050--033

*****35.00 *****35.00

CORPORATION(S) NAME

Worthington Capital Group, Inc.
changing its name to:

Morgan Grant Capital Corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

Name Change
LTS 3-498

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~~*789,589,671*~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1998

C T CORPORATION SYSTEM
600 East Jefferson Street
Tallahassee, FL 32301

SUBJECT: WORTHINGTON CAPITAL GROUP, INC.
Ref. Number: S52864

We have received your document for WORTHINGTON CAPITAL GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval."

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 398A00011237

Please backdate
to 2-27-98.
Thank you

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

OF

WORTHINGTON CAPITAL GROUP, INC.

PURSUANT TO SECTION 607.1066 of the Florida Business Corporation Act,
the undersigned corporation adopts these articles of amendment.

FIRST: The name of the Corporation is "WORTHINGTON CAPITAL GROUP,
INC."


SECOND: The following amendment to the Articles of Incorporation of this
Corporation was adopted by the Corporation this 25th day of February, 1998 .
The number of votes cast for the amendment by the shareholders was sufficient for
Article First: The name of the Corporation shall be: approval.

MORGAN GRANT CAPITAL CORP.

Dated: February 25, 1998

WORTHINGTON CAPITAL GROUP, INC.

BY



Howard C. Zelin
President