

558390

CONWAY FINANCIAL GROUP, INC.

902 Clint Moore Road

Suite 220

Boca Raton, FL 33487

(561) 997-5601

December 2, 1997

Division of Corporations  
Florida Secretary of State  
P. O. Box 6237  
Tallahassee, FL 32314

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-12/04/97--01069--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

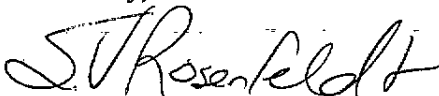
Re: Name change for Conway Financial Group, Inc.

Dear Madam or Sir:

Enclosed please find the fully executed Articles of Amendment to the Articles of Incorporation of Conway Financial Group, Inc. to effect a name change to Fiduciary Holdings, Inc. Also enclosed is a check in the amount of \$35.00 to cover the cost of filing.

Thank you for your attention to this matter. Should you have any questions or comments concerning the enclosed, please do not hesitate to contact me.

Sincerely,



Susanne V. Rosenfeldt  
Compliance Administrator

FILED  
97 DEC -4 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

n/c Amend

See 12/12

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
CONWAY FINANCIAL GROUP, INC.

FILED  
97 DEC -4 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the President of Conway Financial Group, Inc., hereby certifies that the following resolution was adopted by the unanimous written consent of all of the directors and shareholders of Conway Financial Group, Inc. by written action dated as of November 21, 1997.

**RESOLVED**, that Article I of the Articles of Incorporation of Conway Financial Group, Inc. be amended to read in its entirety as follows:

"ARTICLE I - NAME"

"The name of this Corporation is Fiduciary Holdings, Inc."

**IN WITNESS WHEREOF**, the undersigned have signed these Articles of Amendment as of this 21st day of November, 1997.

(Corporate Seal)

Attest:

SV Rosenfeld

Conway Financial Group, Inc.

David N. Bottoms Jr.  
By: David N. Bottoms Jr., President

State of NEW YORK )

ss

County of NEW YORK )

Before me, a notary public, authorized to take acknowledgments in the state and county set forth above, personally appeared to me David N. Bottoms Jr., known to me and known by me to be the persons who executed the foregoing Articles of Amendment to the Articles of Incorporation, and he acknowledged before me that he executed such document for the purposes therein stated.

Witness my hand and official seal in the county and state aforesaid this 21st day of November 1997.

DEIRDRE M. KEAG  
Notary Public, State of New York  
No. 43-4962879  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires February 26, 1998

Deirdre M. Keag  
Notary Public