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**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF MISCHLER FINANCIAL GROUP, INC.**

**FILED** *pc*  
In the Office of the Secretary of State  
of the State of California

JAN 22 2002

*Bill Jones*  
**BILL JONES, Secretary of State**

The undersigned, Walter M. Mischler and Doyle L. Holmes, hereby certify that:

1. They are, respectively, the President and Secretary of Mischler Financial Group, Inc., a California corporation (the "Company").

2. Section 4 of Article IV of the Articles of Incorporation of the Company is hereby amended to read as follows:

Voting Rights.

"(a) Series A Preferred Stock. Except as otherwise expressly provided in this Section 4, and except as required by law, the Series A Preferred Stock shall have no voting rights.

(b) Common Stock. Each holder of shares of Common Stock shall be entitled to one (1) vote for each share thereof held.

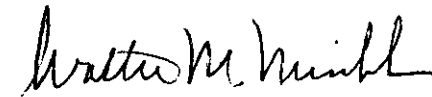
(c) Election of Directors. The holders of Series A Preferred Stock, as a class, shall not be entitled to elect members of the Board. The holders of the Common Stock of the Company, as a class, shall be entitled to elect all of the members of the Board."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 903 of the California Corporations Code. The total number of outstanding shares of each class entitled to vote with respect to the amendment constituted 10,500 shares of Series A Preferred Stock and 10,000 shares of Common Stock. The number of shares of Series A Preferred Stock and the number of shares of Common Stock voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required with respect to the Series A Preferred Stock and the Common Stock was more than 50%, each class voting separately.

The undersigned declares under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: September 30, 2001



Walter M. Mischler, President



Doyle L. Holmes, Secretary