

F02000004826

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

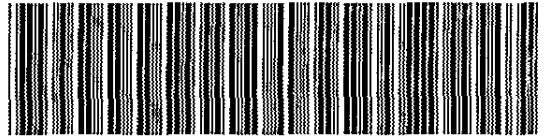
Special Instructions to Filing Officer:

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02 OCT 30 AM 11:28

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Office Use Only



100008536701

10/30/02--01026--024 **35.00

2002 OCT 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

N.C.
C. Coulliette OCT 30 2002

CT CORPORATION

CORPORATION(S) NAME

1. OC & BR, Inc. changing name to: Ryan Beck & Co., Inc.

2. Ryan, Beck & Co., LLC

Profit

Nonprofit

Foreign

Limited Partnership

LLC

Certified Copy

Call When Ready

Walk In

Mail Out

Amendment

Dissolution/Withdrawal

Reinstatement

Annual Report

Name Registration

Fictitious Name

Photocopies

Call If Problem

Will Wait

Merger

Mark

Other

Change of RA

UCC

CUS

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Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
2002 OCT 30 PM 2 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F02000004826

(Document number of corporation (if known))

1. OC & BR, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. New Jersey

(Incorporated under laws of)

3. September 23, 2002

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 30, 2002

5. Ryan Beck & Co., Inc.

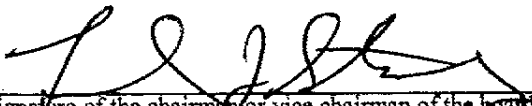
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Leonard J. Stanley
(Typed or printed name)

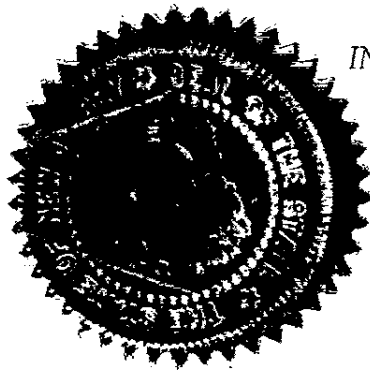
10/10/02
(Date)

EVP, CFO
(Title)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
CERTIFICATE RELATIVE - MERGER WITH NAME CHANGE

OC & BR, INC.
Changing name in Merger To
RYAN BECK & CO., INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above-named
New Jersey Domestic Profit Corporation
did on the 30th day of September, 2002 file and record
in this department a Certificate of Merger of
RYAN, BECK & CO., LLC
into OC & BR, INC.
changing name in merger to
RYAN BECK & CO., INC.
which is the surviving corporation. This Certificate is
herein issued as by the statutes of this State required.*



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
29th day of October, 2002

A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E McCormac, CPA
State Treasurer