

FD2000117182

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

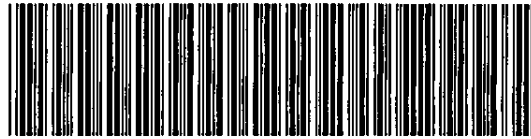
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/08/07--01035--014 **43.75

FILED
07 FEB - 1 PM 3:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PAYNE CAPITAL MANAGEMENT, INC.

DOCUMENT NUMBER: P 02000117182

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bernard L. Koyen
(Name of Contact Person)

Payne Capital Management, INC.
(Firm/ Company)

6101 34th St. West Unit, 16F
(Address)

Bradenton, FL 34210
(City/ State and Zip Code)

For further information concerning this matter, please call:

Bernard L. Koyen at (941) 730-7211
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 11, 2007

BERNARD L KOYEN
3645 CORTEZ RD W STE 140
BRADENTON, FL 34210

SUBJECT: PAYNE CAPITAL MANAGEMENT, INC.
Ref. Number: P02000117182

We have received your document for PAYNE CAPITAL MANAGEMENT, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 707A00002581

RECEIVED
FEB -1 AM 8:00
CORPORATION

Articles of Amendment
to
Articles of Incorporation
of

Payne Capital Management

(Name of corporation as currently filed with the Florida Dept. of State)

P02000 117 182

(Document number of corporation (if known))

FILED
07 FEB - 1 PM 3:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

N/A

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

Changes Are Attached
on the Next Page

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

Changes Are Attached
on the Next Page

(continued)

Florida – Department of Corporations

Articles of Amendment to Articles of Incorporation

Document # P02000117182

Payne Capital Management, Inc.

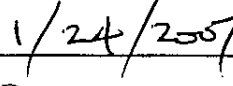
Amendments are as follows:

- 1) Bernard L. Koyen is the President and CEO
- 2) The Mailing Address is 6101 34th Street West, Unit 16F, Bradenton, FL 34210
- 3) The Principal Address is 6101 34th Street West, Unit 16F, Bradenton, FL 34210
- 4) The Registered Agent is Bernard L. Koyen at 6101 34th Street West, Unit 16F, Bradenton, FL 34210
- 5) Bernard L. Koyen owns 100% of the shares of Payne Capital Management, Inc.


These changes are effective as of December 31, 2007.



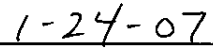
President, CEO and Registered Agent



Date



Former President, CEO and Registered Agent



Date

The date of each amendment(s) adoption: 12-31-06

Effective date if applicable: 12-31-06
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature Bernard L. Koyen
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Bernard L. Koyen
(Typed or printed name of person signing)

President & CEO & Registered Agent
(Title of person signing)

FILING FEE: \$35

PAYNE CAPITAL MANAGEMENT, INC.

6101 34th Street West, Suite 16F Bradenton, Florida 34210

Phone: (941) 727-5282 Fax: (941) 727-1961

January 27, 2007

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Payne Capital Management, Inc. #P02000117182

Dear Sirs:

Attached herewith are amendments to our Articles of Incorporation and the required filing fees per your letter of January 11, 2007.

Please note the change of address.

I hereby am familiar with and accept the duties and responsibilities as registered agent for Payne Capital Management, Inc., a Florida corporation.

Respectfully,



Bernard L. Koyen
6101 34th Street West, Suite 16F
Bradenton, FL 34210