

LYNNE WALDER, P.A.

ATTORNEY AT LAW

P96000090704

March 14, 1997

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

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-03/24/97--01120--010
*****35.00 *****35.00

Re: JMA Securities, Inc.

Enclosed please find an original and one (1) copy of the AMENDED ARTICLES OF INCORPORATION for the captioned corporation including appointment and acceptance of Registered Agent.

Also enclosed please find a check payable to Secretary of State in the amount of \$35.00 representing the filing fee for the Amended Articles.

Please return the copy, with your stamp thereon, to the undersigned. Should you require any further information, please contact this office.

Sincerely,

Lynne Walder
Lynne Walder

FILED
97 MAR 24 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED ARTICLES OF INCORPORATION
OF
JMA SECURITIES, INC.**

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97 MAR 24 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all the officers, all the directors and all the shareholders of JMA SECURITIES, INC. on this 18 day of March, 1997, for the purpose of amending the existing Articles of Incorporation filed with the State of Florida, hereby unanimously adopt the following **Amended Articles of Incorporation:**

ARTICLE I. Corporate Name and Address

The name of this corporation shall be **JMA FINANCIAL SERVICES, INC.**, hereinafter referred to as Corporation. The principal office of the corporation is 777 S. Harbour Island Blvd. Suite 175, Tampa, FL 33602, and the mailing address of the corporation is 777 S. Harbour Island Blvd. Suite 175, Tampa, FL 33602.

ARTICLE II. Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE III. Duration

The duration of this Corporation is perpetual.

ARTICLE IV. Initial Registered Office and Agent

The street address of the initial Registered Office of the Corporation is 777 South Harbour Island Boulevard, Suite 175, Tampa, FL 33602 and the name of its initial Registered Agent at that address is ELIZABETH L. OARE.

ARTICLE V. Preemptive Rights

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VI. Section 1244 Provision

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. Directors

This Corporation shall have one (1) Director initially. The name and street address of the initial member of the Board of Directors is:

ELIZABETH L. OARE
777 South Harbour Island Blvd. Suite 175
Tampa, FL 33602

ARTICLE VIII. Officers

The name and address of the initial officer of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, is:

ELIZABETH L. OARE - President / Secretary
777 South Harbour Island Blvd. Suite 175
Tampa, FL 33602

ARTICLE IX. Subscriber

The name and street address of the subscriber to these Amended Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF COMMON STOCK ISSUED</u>
ELIZABETH L. OARE	777 South Harbour Island Blvd. Suite 175 Tampa, FL 33602	500

ARTICLE X. Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to

the full extent permitted by law.

ARTICLE XI. By-Laws

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII. Amendment

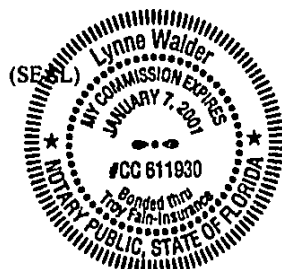
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Amended Articles of Incorporation this 18 day of March, 1997.


Elizabeth L. Oare, Director, Officer and Shareholder

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 18 day of March 1997, by ELIZABETH L. OARE, personally known by me.




Notary Public - State of Florida
My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Dated this 18 day of March, 1997.


Elizabeth L. Oare, Registered Agent