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CORPORATION(S) NAME

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Proprietary Financial Products, Inc.

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
PROPRIETARY FINANCIAL PRODUCTS, INC**

By unanimous consent of the sole shareholder and all of the directors of Proprietary Financial Products, Inc., a corporation organized and existing under and by virtue of the General Corporation Act of the State of Florida (the "Corporation"), and pursuant to Section 607.181 of the Florida Business Corporation Act, the undersigned corporation adopts these Articles of Amendment.

FIRST: The name of the Corporation is Proprietary Financial Products, Inc.

SECOND: The Articles of Incorporation of the Corporation are amended by changing Article IV, Section 4.1 so that, as amended, said article shall read as follows:

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is two million (2,000,000) shares of voting common stock having a par value of \$0.10 per share (the "Common Stock"). Each share of the authorized Common Stock issued and outstanding at the close of business on the date of filing and recording (the "Effective Time") of this Amendment of Articles of Incorporation with the Secretary of State of Florida shall, upon filing and recording of this Amendment of Articles of Incorporation with the Secretary of State of Florida, thereupon automatically be reclassified and changed into 473.996 validly issued, fully paid and non-assessable shares of Common Stock. Each holder of record of Common Stock to be so reclassified and changed shall at the Effective Time become the record owner of the number of shares of

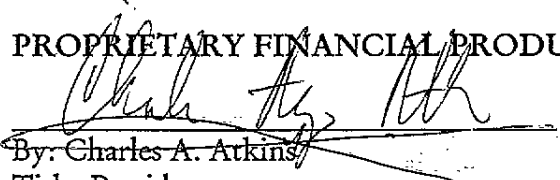
Common Stock as shall result from such reclassification and change. Each such record holder shall be entitled to receive, upon surrender of the certificate or certificates representing the shares of Common Stock to be so reclassified and changed at the office of the corporation in such form and accompanied by such documents, if any, as any officer of the corporation may prescribe, a new certificate or certificates representing the number of shares of Common Stock of which he or she is the record owner after giving effect to the provisions of this Section 4.1.

THIRD: The amendment to the Articles of Incorporation of the Corporation set forth above was adopted on the 30th day of March, 1998.

FOURTH: The amendment was approved by the sole shareholder and all of the directors of the Corporation.

IN WITNESS WHEREOF, said Proprietary Financial Products, Inc. has caused this
Amendment to be signed by Charles A. Atkins, its President, this 30th day of March, 1998.

PROPRIETARY FINANCIAL PRODUCTS, INC.


By: Charles A. Atkins

Title: President