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November 6, 2002

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: First Financial Resources, LLP/First Financial Resources, L.C./  
First Financial Resources, II, L.C.

Ladies and Gentlemen:

I am enclosing separate Articles of Amendment to the Articles of Organization of each of the two captioned limited liability companies, together with an Amendment to Partnership Registration and Amendment to Partnership Statement with respect to First Financial Resources, LLP (the "**Partnership**"). The purpose of each filing is to reflect a name change by which each limited liability company will be known as Wealth Management Partners, L.C. and Wealth Management Partners, II, L.C. and the Partnership will be known as Wealth Management Partners, LLP. Since these entities will bear essentially identical names, I wish to disclose that the ownership of the Partnership and each of the limited liability companies is related and that such ownership has consented to the use of such name by each of the other entities. If you require more formal recognition of this consent, please advise. Otherwise, I ask that you effect the filing as appropriate of each of the enclosed documents, and in that connection I enclose a check, made payable to the Florida Department of State, in the monetary sum of \$100, to be applied as follows:

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TALLAHASSEE, FLORIDA

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November 6, 2002  
Page 2

Amendment to Partnership Statement	\$25.00
Amendment to Partnership Registration	\$25.00
Articles of Amendment	\$50.00 (\$25.00 each amendment)

Yours truly,

  
Jeremy P. Ross

JPR/bar  
Enclosures  
273577.1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AND  
FILED



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

November 12, 2002

JEREMY P. ROSS  
BUSH ROSS GARDNER WARREN & RUDY, P.A.  
220 S. FRANKLIN ST.  
TAMPA, FL 33602

SUBJECT: FIRST FINANCIAL RESOURCES, II, L.C.  
Ref. Number: L02000010719

We have received your document for FIRST FINANCIAL RESOURCES, II, L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's date of incorporation/organization must be listed in the document.

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) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 202A00061332

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AND  
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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE ARTICLES OF ORGANIZATION  
OF  
FIRST FINANCIAL RESOURCES II, L.C.**

\*\*\*\*\*

FIRST FINANCIAL RESOURCES II, L.C., a Florida limited liability company whose Articles of Organization were originally filed with the Florida Department of State on May 3, 2002 (the "**Company**"), hereby certifies as follows:

1. Article I of the Company's Articles of Organization is hereby deleted in its entirety and there is substituted in lieu thereof, also to be designated as Article I, the following material:

**ARTICLE I  
NAME**

The name of this limited liability company shall be **WEALTH STRATEGY PARTNERS II, L.C.**

.....

2. The amendment recited in Section 1. above has been adopted in accordance with the provisions of §§608.411, Florida Statutes, the sole member of the Company having approved the adoption of this amendment.

3. It is requested that the foregoing amendment become effective as of the close of business on the date these Articles of Amendment were first filed with the Florida Department of State and all filing fees then due were paid, all in accordance with the limited liability company laws of the State of Florida.

IN WITNESS WHEREOF, FIRST FINANCIAL RESOURCES II, L.C. has caused these Articles of Amendment to be prepared under the signature of its sole member this 7th day of November 2002.

FIRST FINANCIAL RESOURCES II, L.C.

By:   
Adam E. Altholtz, Member

272868.1

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SECRETARY OF STATE  
ALL AMENDMENTS FILED

APPROVED  
AND  
FILED