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ACCOUNT NO. : 072100000032
REFERENCE : 159525 7197172
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 43.75

FILED
2001 MAY 23 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 22, 2001

ORDER TIME : 12:11 PM

ORDER NO. : 159525-015

700004302837--5

CUSTOMER NO: 7197172

CUSTOMER: Ms. Renee Noack
National Financial Partners
787 7th Avenue
49th Floor
New York, NY 10019

DOMESTIC AMENDMENT FILING

NAME: BISHOP ORTIZ & LOCASCIO
ASSOCIATES, INC.

EFFECTIVE DATE:

RECEIVED
01 MAY 23 PM 1:39
DIVISION OF CORPORATION

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER'S INITIALS: _____

G. COULLETTE MAY 23 2001

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BISHOP, ORTIZ & LOCASCIO ASSOCIATES, INC.**

**FILED
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TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Bishop, Ortiz & LoCascio Associates, Inc.

SECOND: It is organized under the laws of the State of Florida.

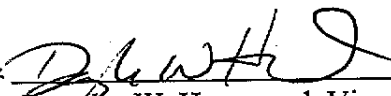
THIRD: Article Third of the Amended and Restated Articles of Incorporation is amended to read as follows in its entirety:

“THIRD: The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock which shall have a par value of \$1.00 per share.”

FOURTH: The amendment was approved by the Sole Shareholder on May 10, 2001. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Articles of Incorporation this 18th day of May, 2001.

BISHOP, ORTIZ & LOCASCIO ASSOCIATES, INC.

By: 
Douglas W. Hammond, Vice President