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Michael A. Lampert
(Florida Board Certified Tax Lawyer)
Also Admitted in PA. and D.C.

FILED
01 OCT 15 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA
Of Counsel:
Esther A. Zaritsky
Richard P. Zaritsky
(Florida Board Certified Real Estate Lawyer)
*Also Admitted in N.Y.

October 12, 2001

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

000004636800--7
-10/15/01--01062--010
*****35.00 *****35.00

Re: Professional Planners Wholesale Distributors, Inc.

Dear Sir/Madam:

100004636811--3
-10/15/01--01062--011
*****35.00 *****35.00

Enclosed please find:

1. Articles of Amendment to change the the addresss of the principal place of business and the registered agent of the above referenced corporation.

2. Officer/Director Resignation.

3. Resignation of Registered Agent.

4. Assignment of Incorporator's Subscription.

5. Our check in the amount of \$35.00.

If you should have any questions, please feel free to contact me or my legal assistant, Reba Cooley.

Very truly yours,

Amend
10-19-01
MS

Michael A. Lampert
Michael A. Lampert

MAL:rc
Enclosures

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

01 OCT 15 PM 3:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFESSIONAL PLANNERS WHOLESALE DISTRIBUTORS, INC.

Pursuant to the provisions of Sections 607.1006 and 607.0502, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article II of the Articles of Incorporation of the Corporation is hereby amended such that Article II shall read in its entirety as follows:

The principal place of business address:

636 U.S. Highway 1
North Palm Beach, FL 33408

Remove Tim Kelly as CEO/P

The mailing address of the corporation is:

P.O. Box 14457
North Palm Beach, FL 33408

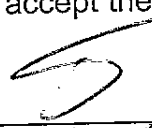
2. Article V of the Articles of Incorporation of the Corporation is hereby amended such that Article V shall read in its entirety as follows:

The name and Florida street address of the registered agent is:

Michael A. Lampert, Esquire
1655 Palm Beach Lakes Blvd., Suite 900
West Palm Beach, FL 33401

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature:


Michael A. Lampert

3. The foregoing Amendment was adopted by the sole Director without shareholder action and shareholder action was not required.

4. The date of this Amendment's adoption is August 28, 2001.

IN WITNESS WHEREOF, the undersigned Director of the Corporation has executed these Articles of Amendment on the 28 day of August, 2001.


TIMOTHY S. KELLY
Sole Director