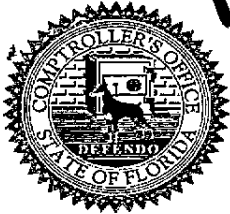


P95000037562



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE 32399-0350

DATE: January 31, 2002

TO: Karon Beyer
Division of Corporations

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Merger of Greer Capital Management Company with into PBIA, Inc.,
and under the title of PBIA, Inc.

300004851343--3
-01/31/02--01012--017
****116.75 *****35.00

Please file the attached "Merger Documents" for the above-referenced institutions,
using 11:59 p. m. JANUARY 31, 2002, as the effective date.

Please make the following distribution of the certified copy:

One copy to: Mr. Tom Bennington
Chuhak & Tecson
30 South Wacker, Suite 2600
Chicago, Illinois 60606

Tom Bennington - phone: (312) 855-4317

Also attached is a check which represents payment of the filing fees.

FILED
02 JAN 31 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To clarify
RA - Designation

Spayne
RA Change
1/31/02

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: AAM Palm Beach Capital Group, Inc.
f/k/a Greer Capital Management Company
2. The mailing address of the corporation: 218 Royal Palm Way, Suite 100
Palm Beach, FL 33480
3. Date of incorporation/qualification: 05/11/1995 Document number: P95000037562
4. The name and address of the current registered agent and office:

Jones, Foster, Johnston & Stubbs, P.A.

505 South Flagler Drive, Suite 1100

Suite 500 East

West Palm Beach, FL 33401

5. The name and address of the new registered agent (if changed) and/or registered office (if changed) (P. O. Box Not Acceptable)

John B. McCracken

Jones, Foster, Johnston & Stubbs, P.A.

505 South Flagler Drive, Suite 1100

West Palm Beach, FL 33401

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

1/31/02
(Date)

J. Bradford Greer, Chairman of the Board

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent)

1/31/02
(Date)

John B. McCracken, Registered Agent

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***

FILED
02 JAN 31 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA