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Florida Department of State
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

PROFESSIONAL PLANNERS FINANCIAL SERVICES CORPORATION

00 DEC 12 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended & Restated

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Articles



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 12, 2000

PROFESSIONAL PLANNERS FINANCIAL SERVICES CORPORATION
POST OFFICE BOX 14457
NORTH PALM BEACH, FL 33408

SUBJECT: PROFESSIONAL PLANNERS FINANCIAL SERVICES CORPORATION
REF: P96000022772

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Karen Gibson
Corporate Specialist

FAX Aud. #: H00000064639
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PROFESSIONAL PLANNERS FINANCIAL SERVICES CORPORATION.**

Pursuant to the provisions of Section 607.1003 and 607.1007 of the Florida Business Corporation Act, PROFESSIONAL PLANNERS FINANCIAL SERVICES CORPORATION, a Florida corporation (the "Corporation") certifies that:

These Amended and Restated Articles of Incorporation contain amendments requiring the approval of the holders of shares of the common stock of the Corporation, and the shareholders of the Corporation approved such amendments by written consent effective as of December 11, 2000. The number of votes cast in favor of the amendments was sufficient for approval by the holders of the common stock of the Corporation.

The text of the Articles of Incorporation, as amended, of the Corporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of Florida, to read as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PROFESSIONAL PLANNERS FINANCIAL SERVICES CORPORATION**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 12 PM 4:58

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ARTICLE I - NAME

The name of this corporation is Professional Planners Financial Services Corporation.

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 636 U.S. Highway One, Suite 205, North Palm Beach, FL, 33408, and the mailing address of this corporation is P.O. Box 14457 North Palm Beach, Florida 33408.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11 day of Dec, 2000.

By: 
Name: Anthony Lampert
Title: President