CORPORATE ACCESS, INC.

1116-D Thomasville Road . Mount Vernon Square . Tallzhassee, Florida 32363

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN NT PICK UP 1/30/97 2:00

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ARTICLES OF AMENDMENT OF PROTECTIVE FINANCIAL GROUP, INC.

Pursuant to section 607.1001, Florida Statues, the articles of Incorporation are amended as follows;

Article IV is amended to include the following;

The number of shares of common stock remain as issued. This corporation is authorized to have One Hundred Thousand shares of preferred stock with a par value of one hundred dollars per share outstanding at any one time. The preferred stock will not have any voting right.

The foregoing amendment was proposed to the shareholders by the Board of Directors and the Shareholders entitled to vote approved the amendment. The amendment was approved by unanimous vote on the 16th day of January 1997.

IN WITNESS WHEREOF, I the undersigned, have executed these Articles of Amendment of this 27th day of January 1997.

Emilio Morales

President

97 JAN 30 PM 2: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA