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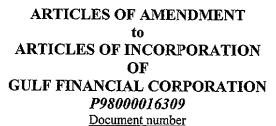
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Gulf Financial Corporation 5100 N. Federal Highway Fort Lauderdale, Florida 33308

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NEW FILINGS Profit Not for Profit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger
OTHER FILINGS Annual Report Fictitious Name	REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other Other REGISTRATION/QUALIFICATION Comparison Comp



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FIRST: Amendment adopted:

ARTICLE NUMBER TEN: The Board of Directors have accepted the resignation of President Beth Lahtela.

<u>SECOND</u>: A.E. Raney was nominated and elected by the Board of Directors as the new President effective immediately; 5100 North Federal Highway, Ft. Lauderdale, Florida, 33308; (954) 492-5383.

THIRD: The date of the amendment adoption is October 5, 2001.

FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

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Signed this // day of October, 2001

Signature

JoAnn Raiche

Corporate Secretary