

P98000036906



Atlantic Portfolio Analytics & Management, Inc.
201 East Pine Street ■ Suite 600 ■ Orlando, Florida 32801-2719 USA

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

9-25-98

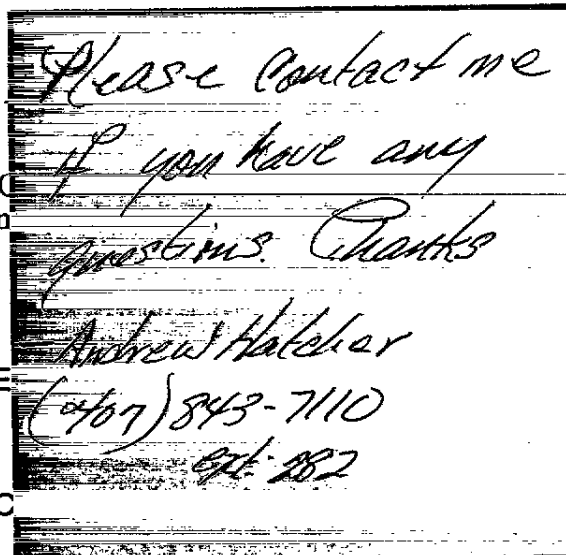


FLORIDA DEPARTMENT OF
Sandra B. Morthan
Secretary of State

September 18, 1998

ATLANTIC PORTFOLIO ANALYTICS & MANAGEMENT
201 E. PINE ST., STE. 600
ORLANDO, FL 32801-2719

SUBJECT: ATLANTIC FINANCIAL MARKETING, INC.
Ref. Number: P98000036906



We have received your document for ATLANTIC FINANCIAL MARKETING, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please specify which article number you are amending, adding, or deleting.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or

*Please make corrections as indicated above before returning.

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98 SEP 23 AM 8:57
DIVISION OF CORPORATIONS

your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 998A00046108

**AMENDED ARTICLES OF INCORPORATION
OF
ATLANTIC FINANCIAL MARKETING, INC.**

The undersigned subscriber to these Amended Articles of Incorporation, a natural person competent to contract, hereby amend the corporation under the laws of the State of Florida.

ARTICLE VII DIRECTORS

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than two. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons whom shall serve as directors of the Corporation until the annual meeting of the shareholders is as follows:

Roberta J. Hopkins	1057 Maitland Center Commons, Suite 100 Maitland, Florida 32314
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Jeffrey K. Adams	304 Inverness Way South No.: 475 Englewood, CO 80112
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John P. Seall	201 E. Pine Street Suite 600 Orlando, Florida 32801
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Susan M. O'Leary	1057 Maitland Center Commons, Suite 100 Maitland, Florida 32314
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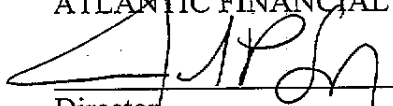
4. The board of directors has adopted the amendment and the shareholder action is not required.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED ARTICLES OF INCORPORATION
OF ATLANTIC FINANCIAL MARKETING, INC.**

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand and seal on this
21st day of September, 1998.

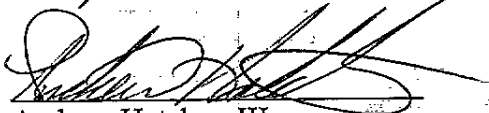
ATLANTIC FINANCIAL MARKETING, INC.



Director John P. Seall

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was executed and acknowledged before me this 21st day
of September, 1998, by John P. Seall.



Andrew Hatcher, III

Notary Public _____ (Seal)
My Commission Expires:

