

P 99000018656

LAW OFFICES
MICHAEL P. CHASE P.A.

Michael P. Chase

2627 NE 203 ST. SUITE 205
NORTH MIAMI BEACH, FLORIDA 33180

Telephone: (305) 931-3418

Fax: (305) 931-9268

February 20, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

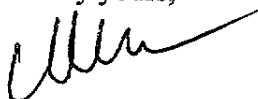
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*****43.75 *****43.75

Dear Sirs:

Enclosed you will find Articles of Incorporation of Financial Partners of America, Hallandale, Inc. Also enclosed is my check in the amount of \$43.75 for the filing fee and for the return of a Certified Copy to my office.

Thank you for your courtesy and cooperation.

Sincerely yours,



MICHAEL P. CHASE
MPC/donnellan.sos

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc

T. LEWIS MAR 8 2001

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2627 NE 203 ST. SUITE 205
NORTH MIAMI BEACH, FLORIDA 33180

Telephone: (305) 931-3418
Fax: (305) 931-9268

March 6, 2001

Secretary of State
Division of Corporations
Attention: Thelma Lewis
P.O. Box 6327
Tallahassee, Fl. 32314

Dear Miss Lewis:

In accordance with our telephone conversation, enclosed is a copy of your letter and the Articles of Amendment to the Articles of Incorporation.

Thank you for your courtesy.

Sincerely yours,



MICHAEL P. CHASE
MPC/donnellan.sos



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 27, 2001

MICHAEL P. CHASE, ESQ.
2627 NE 203 ST.
SUITE 205
NORTH MIAMI BEACH, FL 33180

SUBJECT: FINANCIAL PARTNERS OF AMERICA/HALLANDALE, INC.
Ref. Number: P99000018656

We have received your document for FINANCIAL PARTNERS OF AMERICA/HALLANDALE, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 401A00012322

*Same people
as p96-3428.*

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FINANCIAL PARTNERS OF AMERICA/HALLANDALE, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Corporation.

FIRST: Amendment Adopted

ARTICLE I

The name of this Corporation is as amended as follows:

FINANCIAL PARTNERS OF AMERICA, FLORIDA, INC.
7320 NW 39th St.
Ft. Lauderdale, FL 33319

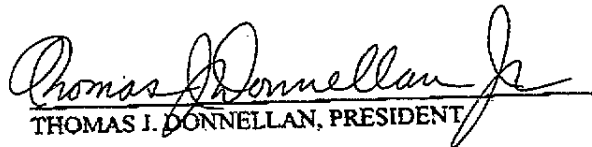
SECOND: There are no Amendments providing for exchange, reclassification or cancellation of issued shares. The shares were not issued prior to the Amendment.

THIRD: The Amendment was adopted February 7, 2001.

FOURTH: The Amendment was approved by unanimous vote of the shareholders.

Signed this 14th day of February, 2001.

BY:


THOMAS J. DONNELLAN, PRESIDENT