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REFERENCE : 488007 82866A
AUTHORIZATION : Patricia Pigute
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 19, 1999

ORDER TIME : 10:47 AM

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ORDER NO. : 488007-005

CUSTOMER NO: 82866A

CUSTOMER: Ms. Tammi Bach
Clark & Campbell, P.a.
4740 Cleveland Heights Blvd

Lakeland, FL 33813

DOMESTIC AMENDMENT FILING

NAME: PREMIER EQUITY FINANCIAL, INC.

EFFECTIVE DATE:

C. COULLETTE NOV 19 1999

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PREMIER EQUITY FINANCIAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

ARTICLE V

The second sentence of Article V. The second sentence of Article V is deleted and substituted with the following sentence:

The principal office of the Corporation is: 7041 Grand National Drive
Suite 106
Orlando, Florida 32819-8379.

SECOND: Amendment adopted:

ARTICLE VIII

The first sentence of Article VIII. The first sentence of Article VIII is deleted and substituted with the following sentence: The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Charles Gilman	7041 Grand National Drive Suite 106 Orlando, Florida 32819-8379.


THIRD: The date of each amendment's adoption is: November 18, 1999

FOURTH: In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

FIFTH: Adoption of Amendment:

The amendments were adopted by the board of directors and a sufficient number of votes were cast for approval of the amendments by the shareholders.

Signed this 18 day of November, 1999.



Charles Gilman, Chairman of the Board of Directors