



2150 Goodlette Road • Suite 200 • Naples, FL 34102 • (941) 434-8405 • (941) 643-6670 (FAX)

9 September 1997

V06159

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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-09/12/97--01016--005
*****35.00 *****35.00

Re: Articles of Amendment to the Articles of Incorporation of **Financial Marketing Consultants, Inc. ("FMC")**

Ladies/Gentlemen:

Enclosed please find the original executed Articles of Amendment of the Articles of Incorporation for FMC, together with one (1) copy for certification by the Division of Corporations, and a check in the amount of \$35.00, made payable to the Secretary of State.

The Articles of Amendment were unanimously approved by the shareholders.


Please return the certified copy to the undersigned in the enclosed, self addressed and stamped envelope.

If you have any questions concerning the enclosed, please do not hesitate to call me. Thank you for your prompt assistance in this matter.

97 SEP 12 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Very truly yours,


James D. Cullen, Esq.
General Counsel

Enclosures
c: Judith A. Schroeder / Secretary

JM
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Amend
3 pg

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FINANCIAL MARKETING CONSULTANTS, INC.**

THE UNDERSIGNED, being all of the shareholders of this Corporation formed under the Florida Business Corporation Act, (the "Act") adopt the following Articles of Amendment to the Articles of Incorporation pursuant to Section 607.1006 of the Act.

Article I

The name of this corporation is Financial Marketing Consultants, Inc., (the "Corporation").

Article II

Is amended to read:

The principal place of business of this Corporation shall be Goodlette Road, Suite 200, Naples, Florida 34102.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

Article III

Is amended to read:

The aggregate number of shares which the Corporation is authorized to issue is 10,000,000 shares of a single class of no par value common stock, and 1,000,000 shares of preferred stock in such series and with or without a par value per share, for which the Board of Directors shall have the power to establish such rights, preferences, terms and conditions as may be determined by the Board of Directors at the time of issuance of any common or preferred shares.

Article IV

Is amended to read:

The new address of the registered agent of this Corporation shall be:
2150 Goodlette Road, Suite 200, Naples, Florida 34102.

Article IX

Is added:

This Corporation shall have no less than three (3) or more than seven
(7) members of the Board of Directors.

Article X

Is added:

Cumulative voting for directors shall apply to this Corporation.

Article XI

Is added:

This Corporation elects to have common shareholder preemptive rights.

The above Amendments to the Articles of Incorporation was adopted
as of July 1, 1997. The number of votes cast for the Amendments to
the Articles of Incorporation by the shareholders was sufficient for
approval.

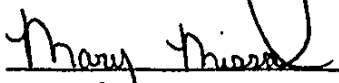
The effective date of these Amendments to the Articles of
Incorporation shall be July 1, 1997.



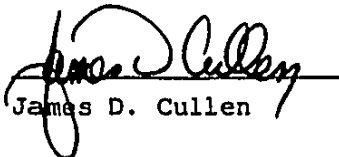
Dennis B. Schroeder



Richard Holman



Mary Missal



James D. Cullen