

AIBC H47369

AIBC Investment Services Corporation
Investment Bankers

April 25, 1997

Florida Department of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attn: Amendment Section

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-04/29/97--01006--010
*****35.00 *****35.00

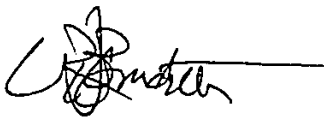
Dear Sir or Madam:

Enclosed please find two originals of an Amendment to the Articles of Incorporation of AIBC Investment Services Corporation, together with a check in the sum of \$35 for the filing of this amendment. Please return one of the Amendments to our office stamped to indicate that it has been filed with the State.

In addition, I would appreciate it if you could also return two blank annual report forms that I need to make changes in the officers and directors.

Thank you.

Sincerely,



William R. Burdette
President

Amend

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 28 PM 1:00

APR 28 1997

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
AIBC INVESTMENT SERVICES CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 28 PM 1:00

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its Articles of Incorporation and certifies that:

Upon unanimous consent of all the Directors and Shareholders of the Corporation at a meeting held on December 5, 1996, the following Resolution was passed as permitted pursuant to Florida Statutes and the Company's By-Laws, being an action of the holders of more than a majority in interest of the voting common stock of the Corporation:

RESOLVED, that Article IV of the Articles of Incorporation of the Corporation be modified to authorize the issuance of up to 500,000 shares of \$1.00 par value preferred stock; whereupon said Article IV would be modified to read as follows:

"ARTICLE IV

This Corporation is authorized to issue 100,000 shares of \$.01 par value common stock, which shall be designated "Common Shares" and 500,000 shares \$1.00 par value preferred stock, which shall be designated "Preferred Stock." Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority granted in this provision."

IN WITNESS WHEREOF, said Corporation has caused this Certificate of Amendment to be signed in its name by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary, as of this 5th day of December, 1996.

AIBC INVESTMENT SERVICES CORPORATION

By: William R. Burdette
William R. Burdette, President

ATTEST:

By: William R. Burdette
William R. Burdette, Secretary

(Corporate Seal)