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A partnership of Professional Associations  
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SENT VIA FEDERAL EXPRESS

November 7, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Fl 32301

FILED  
97 NOV 10 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
000002940210--7  
-11/10/97--01146--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: PHOENIX MANAGEMENT ASSOCIATES, INC.

To whom it may concern:

In reference to the above captioned, enclosed is an original and one copy of the Amendment to Articles of Incorporation for filing. Also enclosed is check in the sum of \$ 35.00 to cover filing fee for same. Please forward a copy of the filed Amendment to Articles of Incorporation to the undersigned at your earliest convenience.

Thank you for your attention to this matter. Should you have any questions regarding the foregoing, please contact me.

Sincerely,

*Y. Plasencia*  
Yiadenis Plasencia  
Legal Assistant

*NE  
11/14*

sec.st

AMENDMENT TO ARTICLES OF INCORPORATION OF PHOENIX MANAGEMENT ASSOCIATES, INC.

PHOENIX MANAGEMENT ASSOCIATES, INC., hereby files this Amendment to its Articles of Incorporation and states:

- 1. The name of the Corporation is PHOENIX MANAGEMENT ASSOCIATES, INC..
2. The Corporation hereby amends its Articles by changing its name to: AMERICA'S SENIOR FINANCIAL SERVICES, INC..
3. Article III of the Articles is hereby amended by changing the number of authorized shares to Twenty Five Million (25,000,000) of \$.001 par value common stock. In addition, all outstanding shares of common stock are hereby converted to Two Million Six Hundred and Fifty Thousand (2,650,000) shares of \$.001 par value common stock..
4. Article IV, Preemptive Rights, is hereby deleted in its entirety.
5. This Amendment is ratified and approved by 100% of the shareholders, and directors of the Corporation, as evidenced by the signature below.

[Signature]
NELSON LOCKE, Sole shareholder, sole director and President

STATE OF FLORIDA
COUNTY OF DADE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, the undersigned authority, personally appeared NELSON LOCKE, Sole Shareholder, Sole Director and President of Phoenix Management Associates, Inc., who executed the foregoing document before me and who was personally known to me and who did not take an oath.

\*on November 5, 1997

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



MARTA M BLANCO
My Commission CC526127
Expires Jan. 22, 2000