

252786



ACCOUNT NO. : 072100000032

REFERENCE : 631172 9921A

AUTHORIZATION : Patricia Rojas

COST LIMIT : \$ 87.50

ORDER DATE : December 11, 1997

ORDER TIME : 10:30 AM

ORDER NO. : 631172-005

CUSTOMER NO: 9921A

700002369267--9

CUSTOMER: Ms. Yiadenis Plasencia
Sherman & Castro
218 Almeria Avenue

Coral Gables, FL 33134

Amend

DOMESTIC AMENDMENT FILING

RECEIVED
97 DEC 11 AM 11:31
DIVISION OF CORPORATION

NAME: AMERICA'S SENIOR FINANCIAL SERVICES, INC.

FICTIVE DATE:

FILED
97 DEC 11 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
Document

<input checked="" type="checkbox"/>	CERTIFIED COPY	12/15/97
<input type="checkbox"/>	PLAIN STAMPED COPY	Don
<input type="checkbox"/>	CERTIFICATE OF GOOD STANDING	Don
	Update	
	Verifier	Don
CONTACT PERSON: Andrew Cumper		
	W.P. Verifier	Don

EXAMINER'S INITIALS:

*02250, 00563, 00580, 00672



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
97 DEC 15 AM 10:03
DIVISION OF CORPORATION

December 12, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: AMERICA'S SENIOR FINANCIAL SERVICES, INC.
Ref. Number: L52786

We have received your document for AMERICA'S SENIOR FINANCIAL SERVICES, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 697A00058534

RESUBMIT

Please give original
submission date as file date.

12/08/97.

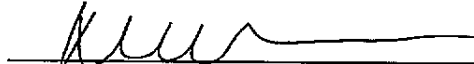
AMENDMENT TO ARTICLES OF INCORPORATION FOR
AMERICA'S SENIOR FINANCIAL SERVICES, INC.

FILED
97 DEC 11 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMERICA'S SENIOR FINANCIAL SERVICES, INC., hereby files
Amendment to its Articles of Incorporation and states:

1. The name of the Corporation is AMERICA'S SENIOR FINANCIAL SERVICES, INC.
2. Article III of the Articles is hereby amended by changing the number of authorized shares from 1000 shares at \$1.00 par value to Twenty Five Million (25,000,000) shares 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.

THE NUMBER OF VOTES CAST FOR THE
AMENDMENT BY THE SHAREHOLDERS
WAS SUFFICIENT FOR APPROVAL.
DATE OF ADOPTION 12/08/1997


NELSON LOCKE, Sole Shareholder,
sole director and President

STATE OF FLORIDA
COUNTY OF DADE

Before me the undersigned authority personally appeared NELSON LOCKE Sole shareholder, Sole Director and President of America's Senior Financial Services, Inc., who executed the foregoing document before me and who was personally known to me and who did not take an oath on this 9 of December, 1997.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

OFFICIAL NOTARY SEAL
SILMA L. SHERMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC342472
MY COMMISSION EXP. FEB. 4, 1998