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**BASIC AMENDMENT
AMERICA'S SENIOR FINANCIAL SERVICES, INC.**

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

* * *

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Corporation adopts the following Amendment to the Articles of Incorporation, which amendments to the Corporation's Articles of Incorporation contained therein were adopted by the shareholders of the Corporation on March 30, 2002 by written consent of the holders of the outstanding common stock and Series A Convertible Preferred Stock voting as a single class, the only voting group, in accordance with the provisions of F.S. 607.0704, and the number of shares adopting the amendment by such group was sufficient for approval.

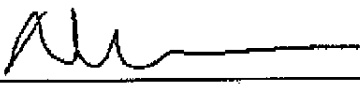
1. The name of the Corporation is AMERICA'S SENIOR FINANCIAL SERVICES, INC.

2. The first sentence of Article III of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

This Corporation is authorized to issue 100,000,000 shares of common stock, \$.001 par value per share.

Dated: July 8, 2002

AMERICA'S SENIOR FINANCIAL SERVICES, INC.

By: 
Nelson A. Locke
Chairman