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CORPORATION(S) NAME

Amend

United Commerce Holding Corporation

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THANKS, MELANIE ☺

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
UNITED AMERICAN HOLDING CORPORATION**

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of United American Holding Corporation are hereby amended as follows:

**FIRST:** Article III of the Articles of Incorporation is hereby amended by deleting the text of such provision in its entirety and substituting the following provision in lieu thereof:

**III**

The Corporation shall have the authority to issue 2,000,000 shares of common stock, par value \$.01 per share, which shall be designated "Common Stock."

**SECOND:** The foregoing amendment was adopted by the holders of all the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on April 15, 1996 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed and attested to by its duly authorized officer as of this 2nd day of September, 1997.

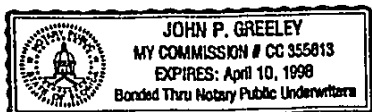
UNITED AMERICAN HOLDING CORPORATION

By: *Charles W. Hall*

Charles W. Hall  
Vice President and Chief Financial Officer

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 2nd day of September, 1997 by Charles W. Hall, Vice President and Chief Financial Officer, of United American Holding Corporation, on behalf of the Corporation. He is personally known to me and did not take an oath.



*John P. Greeley*  
John P. Greeley  
Notary Public, State of Florida  
My Commission Expires: April 10, 1998