

CAPITAL CONNECTION, INC.

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American Trading and
 Brokerage, Inc.

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Amend

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED
 01 MAY -8 PM 2:01
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 01 MAY -8 AM 10:46
 DIVISION OF CORPORATION

ADP
5/8/01

Signature _____

Requested by: *AW* Date: 5/8 Time: 10:30

Walk-In _____ Will Pick Up _____

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01 MAY -8 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
AMERICAN TRADING & BROKERAGE, INCORPORATED

Pursuant to the provisions of §607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its Restated and Amended Articles of Incorporation:

FIRST: Article IV to the Restated and Amended Articles of Incorporation for the Corporation shall be amended as follows:

This Corporation is authorized to issue two (2) classes of shares of stock to be designated as "Preferred" and "Common," respectively; the total number of shares that are authorized to be issued by this Corporation is 10,500,000 shares of which 500,000 shares shall be Preferred shares having no par value and 10,000,000 shares shall be Common shares having a par value per share of \$.01. All or any part of the shares of the Common and Preferred capital stock may be issued by the Corporation from time to time and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law, with due regard to the interest of the existing shareholders; and when such consideration has been received by the Corporation, such shares shall be deemed fully paid.

The nature and extent of the preferences, rights, privileges, and restrictions granted to or imposed upon the holders of the respective Classes of stock are as follows:

(a) The holders of Preferred stock shall be entitled to cumulative dividends in each year at the rate of ten percent (10%) per year, payable out of the surplus profits of the Corporation, in preference and priority to any dividends payable on

the Common stock. Dividends, when earned, shall be payable semiannually. To the extent that dividends cannot be paid out of surplus profits of the Corporation as determined by the Board of Directors, the dividends shall accrue at the rate of ten percent (10%) per annum. In the event of a dissolution or liquidation of the Corporation, the holders of Preferred stock shall be entitled to preference and priority in the distribution of the Corporation's assets.

(b) Preferred stock as well as any unpaid accrued dividends thereon shall be convertible into Common stock as provided below, and when so converted, such Preferred stock shall be canceled and retired and shall not be reissued as such, and the Common stock shall be increased by an amount equal to the amount of the Preferred stock so converted.

Any holder of the Preferred stock shall within two (2) years from issuance (the "Conversion Date") convert such Preferred stock together with any unpaid accrued dividends thereon into the Common stock of the Corporation at the rate of \$4.00 per share of the total capital contributed by the holders of Preferred stock for each share of Common stock to be received. Holders of Preferred stock shall also convert on the Conversion Date all unpaid accrued dividends earned on the Preferred stock into shares of Common stock at the same conversion rate provided for herein. Shares of Common stock issued on the Conversion Date shall be rounded to the nearest whole number. No fractional shares shall be issued. On presentation and surrender to the Corporation at its offices in the City of Winter Park, State of Florida, or such other offices as it may maintain, of the certificates of the Preferred stock to be converted, the holders of certificates of Preferred stock shall be entitled to receive in exchange, certificates of shares of the fully paid and nonassessable Common stock of the Corporation at the rate described above.

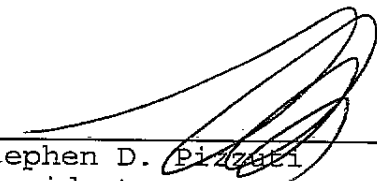
SECOND: The date of the Amendment's adoption was May 1, 2001.

THIRD: The Amendment was approved by the shareholders holding a majority of the issued and outstanding shares entitled to

vote. The number of votes cast for the amendment was sufficient for approval.

Signed this 15th day of May, 2001.

American Trading and Brokerage,
Incorporated

By 
Stephen D. Pizzetti
President