

**CORPORATE MANAGEMENT ASSOCIATES, INC**

Post Office Box 2369  
Palos Verdes Peninsula, CA 90274  
(310) 831-9285 FAX (310) 831-0961

March 31, 1999

V 51311

Division of Corporations  
Amendment Section  
State of Florida  
409 East Gaines St.  
Tallahassee, Florida 32399

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-04/01/99--01076--003  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

RE: American Industrial Minerals Group, Inc.

Dear Amendment Section:

Attached is the original, signed copy of the Directors Resolutions of American Industrial Minerals Group, Inc. for the amendment of the Articles of the Corporation to change the name of the Corporation to:

**NETWORTHUSA.COM, INC.**

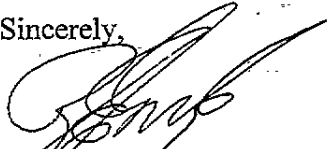
We have enclosed our check in the amount of \$ 52.50 for the following:

Amendment filing fee	\$ 35.00
Certified Copy	8.75
Certificate of Status	8.75

We have also enclosed a FedEx airbill for the expedited return of the documents to this office.

Thank you for your assistance and if there should be any additional questions, please call this office directly.

Sincerely,

  
Robert E. Gove  
President

*Spoke to Robert Gove  
4-8-99 about file - DRS  
NE  
4-8-99  
DRS*

Encl.:

Cc: NETWORTHUSA.COM, INC.

**FILED**  
99 APR - 1 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO

AMERICAN INDUSTRIAL MINERALS GROUP, INC.

**FILED**

99 APR -1 PM 1:02

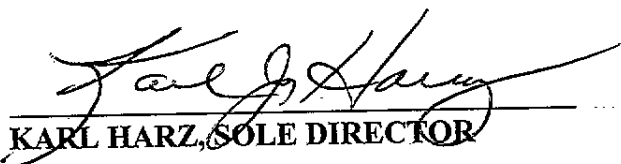
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT to the provisions of the Florida Business Corporation Act, the following resolutions are passed as resolutions of the Directors of the Corporation consented to in writing by all of the Directors for the corporation on the 25<sup>th</sup> day of March, 1999.

WHEREAS the Corporation desires to change its name to NETWORTHUSA.COM INC.

**BE RESOLVED, THAT:**

1. The Articles of the Corporation be amended to change the name of the Corporation from "American Industrial Minerals Group, Inc." to "NETWORTHUSA.COM INC."
2. These proposed amendments be put before them majority shareholders of the Corporation for approval without a meeting pursuant to Florida Business Corporation Act, Section 607.0704.
3. The record date for this shareholders action will be March 25, 1999.
4. Any officer or director of the Corporation is hereby authorized, empowered, and directed, in the name of and on behalf of the Corporation, to execute, deliver and file any and all documents to take any and all other action that may be necessary, appropriate, or expedient in order to accomplish the purposes and intent of the foregoing resolutions.

  
KARL HARZ, SOLE DIRECTOR