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STRATEGIC CAPITAL RESOURCES, INC.

formerly known as

JJFN SERVICES, INC.

2500 Military Trail North

Suite 260

Boca Raton, Florida 33431

(561) 995-0043

1-800-553-6234

FAX: (561) 995-0636

November 5, 1998

State of Florida
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

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-11/06/98--01058--006
*****87.50 *****43.75

Dear Sir/Madam:

Enclosed herewith please find Application for Amendment for Authorization to Transact Business in Florida, Original Certificate of Amendment of Name change, Certificate of Good Standing along with our check in the amount of \$87.50 for the following:

\$35.00 filing fee
\$26.25 for three (3) certified copies
\$26.25 for three (3) certificate of status

Please send the Certified copies and Certificate of Status to us via the enclosed prepaid federal express. If you need any additional information, please contact me directly.

Very truly yours,


Joan Kushay
Assistant Secretary

FILED
98 NOV -6 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
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11/10

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1504, F.S.)

SECTION I

(1-3 must be completed)

1. JJFN Services, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. January 12, 1996
Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 16, 1998
5. Strategic Capital Resources, Inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

Joan Kushay
Signature
Joan Kushay
Typed or printed name

November 5, 1998
Date
Assistant Secretary
Title

FILED
98 NOV - 6 AM 9:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

10-16-98 FRI 10:56 FAX

STATE OF DELAWARE ☒ 003
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:20 AM 10/16/1998
981400164 - 2558602

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF**

JJFN SERVICES, INC.

JJFN SERVICES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That a meeting of the Board of Directors of JJFN Services, Inc. resolutions were duly adopted, setting forth proposed amendments of the Certificate of Incorporation of said corporation, declaring said amendments to be advisable and calling for the submission of the proposed amendments to the stockholders of said corporation for consideration thereof. The resolutions setting forth the proposed amendments are as follows:

RESOLVED: that the Certificate of Incorporation of this corporation be amended by changing the Article thereof number "FIRST" so that, as amended, said Article shall be and read as follows:

FIRST: The name of the Corporation shall be:

Strategic Capital Resources, Inc.

IT IS FURTHER RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows:

FOURTH: The total number of shares of all classes which the corporation shall have the authority to issue is 30,000,000 shares of which 5,000,000 shall be Preferred Shares par value \$.01 per share, and 25,000,000 shall be Common Shares par value \$.001 per share, having the designation, preferences, limitations and relative rights of the shares of each class are as follows:

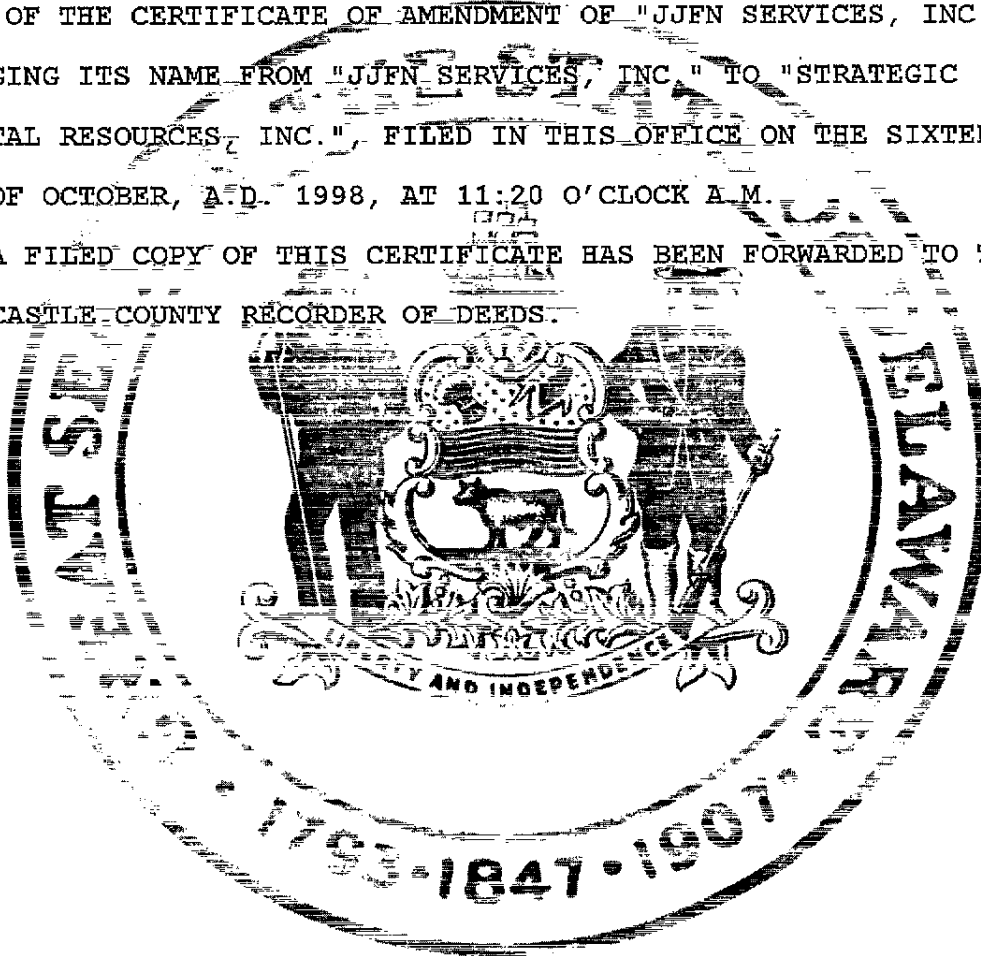
- A. Preferred Shares.** The corporation may divide and issue the Preferred Shares in series. Preferred Shares of each series when issued shall be designated to distinguish it from the shares of all other series. The Board of Directors is hereby expressly vested with authority to divide the class of Preferred Shares into series and to fix and determine the relative rights and preferences of the shares of any such series so established to the full extent permitted by these Articles of Incorporation and the laws of the State of Delaware in respect to the following:

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "JJFN SERVICES, INC.", CHANGING ITS NAME FROM "JJFN SERVICES, INC." TO "STRATEGIC CAPITAL RESOURCES, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF OCTOBER, A.D. 1998, AT 11:20 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2558602 8100

981400164

Edward J. Freel, Secretary of State

AUTHENTICATION: 9358210

DATE: 10-16-98

1. The number of shares to constitute such series, and the distinctive designations thereof;
2. The rate and preference of dividends, if any, the time of payment of dividends, whether dividends are cumulative and the date from which any dividend shall accrue;
3. Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
4. The amount payable upon shares in event of involuntary liquidation;
5. The amount payable upon shares in event of voluntary liquidation;
6. Sinking fund or other provisions, if any, for the redemption or purchase of shares;
7. The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion;
8. Voting powers, if any; and
9. Any other relative rights and preferences of shares of such series, including, without limitation, any restriction on an increase in the number of shares of any series theretofore authorized and any limitation or restriction of rights or powers to which shares of any further series shall be subject.

B. Common Shares.

1. The rights of holders of Common Shares to receive dividends or share in the distribution of assets in the event of liquidation, dissolution or winding up of the affairs of the corporation shall be subject to the preferences, limitations and relative rights of the Preferred Shares fixed in the resolution or resolutions which may be adopted from time to time by the Board of Directors of the corporation providing for the issuance of one or more series of the Preferred Shares.
2. The holders of the Common Shares shall be entitled to one vote for each share of Common Shares held by them of record at the time for determining the holders thereof entitled to vote.

No holder of shares of the corporation of any class shall have any preemptive or preferential right in or preemptive or preferential right to subscribe to or for or acquire any new or additional shares, or any subsequent issue of shares, or any unissued or treasury shares of the corporation, whether now or hereafter authorized, or any securities convertible into or carrying a right to subscribe to or for or acquire any such shares, whether now or hereafter authorized. All shares are to be non-assessable.

SECOND: That thereafter, the proposed amendments to the Certificate of Incorporation of the corporation was submitted to the shareholders of said corporation pursuant to Section 225 of the General Corporation Law of the State of Delaware by Majority Consent in Lieu of Special Meeting of Shareholders, which Majority Consent was executed by shareholders holding the necessary number of shares as required by statute to adopt the amendment to the Certificate of Incorporation.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said JJFN Services, Inc. has caused this certificate to be signed by Samuel G. Weiss its President and Joan Kushay its Assistant Secretary this 16th day of October, 1998.

JJFN SERVICES, INC.

By: Samuel G. Weiss
Samuel G. Weiss, President

By: Joan Kushay
Joan Kushay, Assistant Secretary