

F99000003256

American Securities Group, Inc.
4701 North Federal Highway, Suite 380
Lighthouse Point, Florida 33064
Telephone (954) 788-5559 - Facsimile (954) 788-7708

May 17, 2001

Amendment Section
Department of State
PO Box 6327
Tallahassee, FL 32314

Dear Amendments Section Representative:

600004273566--6
-05/21/01--01110--007
*****35.00 *****35.00

Here is what we're trying to accomplish with the forms that are enclosed:

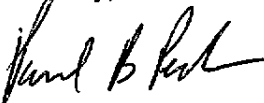
1. We registered in Delaware as "Internet Invest.com, Inc." in May 1999.
2. We registered in the State of Florida as a foreign entity doing business in Florida in June 1999.
3. We changed our name in Delaware to American Securities Group, Inc. in March 2001.
4. We wanted to change our name to American Securities Group, Inc. in Florida, but were advised by your phone representative that there is another corporation "American Security Group, Inc." already registered in Florida and that we had to select another for use in Florida.
5. We selected "American Securities Group of Delaware, Inc." as the name under which we will do business in the State of Florida.
6. We are trying to change the Florida registration of "Internet Invest.com, Inc." to a name that is as close as possible to American Securities Group, Inc.. Therefore, we adopted the name: "American Securities Group of Delaware, Inc." for use in the State of Florida.

This all gets confusing, but based upon the advice that I received by telephone today, I think this accomplishes what we need to do.

If not, would you please call me at 954-788-5559 if I missed anything, or if you have a suggestion on a better way to handle this?

Thank you very much for your help with this filing.

Sincerely,


Paul B. Perkins
President

FILED
01 JUN 14 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS JUN 19 2001

American Securities Group, Inc.
4701 North Federal Highway, Suite 380
Lighthouse Point, Florida 33064
Telephone (954) 788-5559 - Facsimile (954) 788-7708

June 11, 2001

Ms. Thelma Lewis
Division of Corporations
Department of State
State of Florida
Tallahassee, FL

Re: Amendment of name from Internet Invest.com, Inc. to American Securities Group, Inc.

Dear Ms. Lewis:

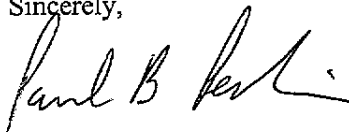
Thank you for the courtesy of your recent telephone call regarding our application to register with the State of Florida our Delaware corporation's amended name, which was changed from "Internet Invest.com, Inc." to "American Securities Group, Inc." In the State of Florida, we intend to do business as "American Securities Group of Delaware, Inc." because the name "American Securities Group, Inc." is not currently available.

As a reminder, I submitted our request, a copy of the Certificate of Amendment, and the State of Florida's required fee. When you called, you informed me that this application was in order and was complete except that I needed to additionally provide you with a certified copy of the Certificate of the Amendment as filed on March 16, 2001 with the Delaware Secretary of State. As you requested, I requested this certification from the State of Delaware which just arrived today and the original of which is enclosed.

Should you need additional information, please do not hesitate to contact me.

Thank you again for your assistance.

Sincerely,

A handwritten signature in dark ink, appearing to read "Paul B. Perkins". The signature is fluid and cursive, with a large initial "P" and a stylized "B".

Paul B. Perkins
President

CERTIFICATE OF CORPORATE RESOLUTION

American Securities Group, Inc. (a Delaware Corporation)

I, Paul B. Perkins, Secretary of American Securities Group, Inc. (a Delaware Corporation) do hereby certify that at a duly constituted meeting of the Stockholders and Directors of the Corporation held at the office of the Corporation on May 1, 2001, it was upon motion duly made and seconded, that it be VOTED:

The Corporation shall adopt the name "American Securities Group of Delaware, Inc." for use in the State of Florida since the name "American Securities Group, Inc." is currently unavailable in the State of Florida.

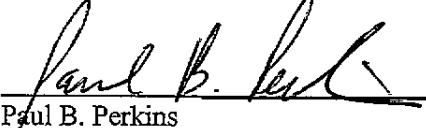
It was upon further motion made and seconded that it be further VOTED: That Paul B. Perkins in the capacity as President of the Corporation is empowered, authorized and directed to execute, deliver and accept any and all documents and undertake all acts reasonably required or incidental to accomplish the foregoing vote, all on such terms and conditions as he or she in his or her discretion deems to be in the best interests of the Corporation.

I further certify that the foregoing votes are in full force this date without rescission, modification or amendment.

Signed under seal this 17th day of May 2001.

A TRUE RECORD

ATTEST
AMERICAN SECURITIES GROUP, INC.



Paul B. Perkins
Secretary

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)

FILED
01 JUN 14 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Internet Invest.com, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. June 21, 1999
Incorporated under laws of 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? March 16, 2001
5. American Securities Group, 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

Paul B. Perkins May 17, 2001
Signature Date

Paul B. Perkins President
Typed or printed name Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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 "INTERNET INVEST.COM, INC.", CHANGING ITS NAME FROM "INTERNET INVEST.COM, INC." TO "AMERICAN SECURITIES GROUP, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MARCH, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3047858 8100

AUTHENTICATION: 1170853

010263609

DATE: 06-05-01

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

INTERNET INVEST.COM, INC.

FIRST: That a meeting of the Board of Directors of INTERNET INVEST.COM, INC., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of the Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows: The name of this corporation is: American Securities Group, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

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 INTERNET INVEST.COM, INC., has caused this certificate to be signed by, its President and attested by, its Secretary this 15th day of March, 2001.

INTERNET INVEST.COM, INC.

By: Paul B. Perkins
Paul B. Perkins, President

Attest: Paul B. Perkins
Secretary

Paul B. Perkins
Print Name