MARSHALL KING PETER H. LEAVY KENNETH G. LANCASTER

OF COUNSEL JANE R. LEAVY

SUITE 301 5975 SUNSET DRIVE SOUTH MIAMI, FLORIDA 33143 TELEPHONE (305) 666-6000 FAX (305) 666-0474

March 24, 1998

Secretary of State Division of Corporation P.O. Box 6327 Tallahassee, Florida 32314

> Amendment of the Articles of Incorporation of RE:

CREATE AND CONSERVE WEALTH, INC.

File No.: 4310-110-92KL

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*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find original and one copy of the Amendment of Articles of Incorporation of CREATE AND CONSERVE WEALTH, INC.

Also, please find Check No. 1930898. in the amount of \$35.00 covering the filing fee for the Articles of Incorporation and a self stamped addressed envelope for the returning of the document once it has been filed.

If you have any questions please do not hesitate to contact

HORIZATION BY PHONE TO

truly yours,

Janet Lopeź-Avila

Secretary to Attorney KENNETH G. LANCASTER, Esq.

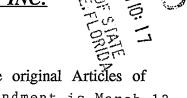
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AMENDMENT TO THE ARTICLES OF INCORPORATION OF

CREATE AND CONSERVE WEALTH, INC.



The undersigned being all of the shareholders, amend the original Articles of Incorporation as follows:

The date of adoption of the amendment is March 12, 1998:

ARTICLE I - NAME

The name of the corporation is changed to: AMERICAL INVESTMENT MANAGEMENT, INC.

ARTICLE II - ADDRESS

The principal address of this corporation is: GABLES CORPORATE CENTER, 2100 PONCE DE LEON BOULEVARD, SUITE 1050, CORAL GABLES, FLORIDA 33134.

ARTICLE III - CAPITAL STOCK

The number of common shares of Capital Stock: \$.01 par value is hereby increased from 100,000 to 200,000.

The effective date of this amendment is March 15, 1998.

The officers, directors and shareholders affix their signatures hereto on the date set forth next to their names:

IRWIN L. GROSS, President, Secretary,

Director and Sole Shareholder

1)2/98

Date

. . .

STATE OF FLORIDA

COUNTY OF DADE

| | , | instrument 1998, by IR | WIN L. (| GROSS, Pro | esident of a | bove corpo | oration, | day o who i |
|--------------|------------|---------------------------|----------|----------------|--|--|----------|----------------|
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| | | | NOTA | NOTARY PUBLIC: | | | | |
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| | | | | | STATE OF FLORIDA AT LARGE (Seal My commission expires: | | | |