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P00000110021

April 16, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Pinnacle America Holdings, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
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<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Other

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Amend + N.C.
 C. Coulliette APR 16 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 16, 2002

UCC FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: PINNACLE AMERICA HOLDINGS, INC.
Ref. Number: P00000110021

We have received your document for PINNACLE AMERICA HOLDINGS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 202A00022633

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PINNACLE AMERICA HOLDINGS, INC.

1. Article I of the Articles of Incorporation of PINNACLE AMERICA HOLDINGS, INC. is hereby amended to read:

The name of the incorporation is CARDIF HOLDINGS, INC., its mailing address is c/o Richman Greer Weil Brumbaugh Mirabito & Christensen, P.A., Miami Center, 10th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131.

2. Article IV of the Articles of Incorporation of PINNACLE AMERICA HOLDINGS, INC. is hereby amended to read:

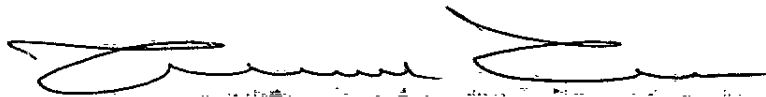
This Corporation is authorized to issue 50,000 shares of Common Stock, Ten dollar (\$10.00) par value. All such shares are of one class and are Common Stock.

3. The foregoing Amendment was adopted by the unanimous written consent of the Shareholders and Directors of this Corporation on the 1 day of April, 2002.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment, this 2 day of April, 2002.



Manuel J. Millor - President



Manuel J. Millor - Secretary