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Law Office of
ROBERT D. YOUNG, P.A.
2125 First Street
Suite 100
Fort Myers, Florida 33901
Phone (239) 334-4725

November 4 , 2002

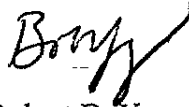
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Caldwell-Winter & Associates, Inc.
a Florida Corporation

Enclosed please find an original and one (1) copy of the Articles of Amendment to Articles of Incorporation of Caldwell-Winter & Associates, Inc., along with a check in the amount of \$35.00.

FROM: Robert D. Young, P.A.
2125 First Street, Suite #100
Fort Myers, Florida 33901
(239) 334-4725

Very truly yours,



Robert D. Young

RDY:kl
Enclosure
cc: Client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CALDWELL-WINTER & ASSOCIATES, INC.**

Document Number: P01000107569

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted:

"FIRST: The name of the corporation shall be **FIRST MERCHANT PAYMENT SYSTEMS, INC.**"

Former Paragraph "FIRST" of the original Articles of Incorporation is hereby deleted.

SECOND: This amendment does not provide for the exchange, reclassification or cancellation of issued shares.

THIRD: The date of this Amendment's adoption shall be as of the date of the Annual Meeting of Shareholders on November 4, 2002, at which time the shareholders voted unanimously to amend the Articles of Incorporation to reflect the name change.

FOURTH: Adoption of Amendments was approved by the shareholders. The number of votes cast for the Amendment was sufficient for approval.

Signed this 4th day of November, 2002.

By: _____


Fred Caldwell, President/Treasurer/Director