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Admitted in New York

Please Reply to
Florida Office

April 24, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Annual Report Filings

000002518890--5
-05/11/98--01102--002
*****35.00 *****35.00

RE: New Associates, Inc.

Dear Sir/Madam:

Enclosed please find the 1998 annual report for the above captioned corporation, together with our check in the amount of \$515.00 for the following fees:

\$200.00 for the 1996 annual fees
\$165.00 for the 1997 annual fees
\$150.00 for the 1998 annual fees

Please be advised that we never received the renewal forms for all three years and as such the annual reports were never sent on a yearly basis with the proper fees. This corporation was filed back in 1992 and renewed annually, however, we moved to a different suite at the same address but never received the annual reports to the new suite. I was just advised by our accountant that the corporation was administratively dissolved as a result of non renewal. I was appalled and contacted your office for verification and in fact was advised of the same. I was advised to forward this letter of explanation together with the fees for the three years in order to have the corporation reinstated. Kindly reinstate the corporation immediately upon receipt of this letter and fees.

I am also enclosing herein two original copies of the Articles of Amendment for the same corporation together with the proper fees. Upon reinstatement of the corporation, kindly file these Articles of Amendment and forward proof thereof to the undersigned.

Your immediate and anticipated cooperation is appreciated.

Very truly yours,

EDDIE NURIELI

EN/ss
enclosures

w98-10624

Amend +

NLC

5/11/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY - 1 PM 3:21

ARTICLES OF AMENDMENT

OF

NEW ASSOCIATES, INC.

The undersigned director(s), for the purpose of amending the articles of incorporation under the Florida Business Corporation Act, hereby adopt(s) the following amendments to the Articles of Incorporation.

ARTICLE I : NAME

The name of the corporation is

NEW ASSOCIATES, INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAY -1 PM 3:21

ARTICLE II : AMENDMENTS

1. Amend to delete the name of Steve Levy as officer, director, and shareholder of the corporation, and change the position of Eddie Nurieli to President/Secreatry.

Amendment adopted April 23, 1998.

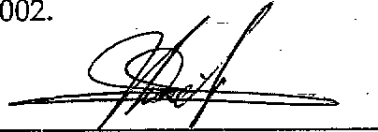
Amendment was adopted by the board of directors without shareholder action. Shareholder action was not required pursuant to the provisions of Florida Statutes 607.1002.

2. Amend to change the name of the corporation to

OLD AMERICA, Inc.

Amendment adopted April 23, 1998.

Amendment was adopted by the board of directors without shareholder action. Shareholder action was not required pursuant to the provisions of Florida Statutes 607.1002.

A handwritten signature in dark ink, appearing to be 'E. Nurieli', written over a horizontal line.

Eddie Nurieli
President

The undersigned has executed these Articles of Amendment this 23rd day of April, 1998.

A handwritten signature in dark ink, appearing to be 'E. Nurieli', written over a horizontal line.

Eddie Nurieli/ Director