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FLORIDA DIVISION OF CORPORATIONS

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FROM: TESCHER, LIPPMAN, VALINSKY & KAIN
072164000350

ACCT#:

CONTACT: PATRICIA FOX-BUTLER
PHONE: (305)467-1964

FAX #:

(305)467-2264

NAME: MANATEE - AMERICAN FINANCIAL CORP.

AUDIT NUMBER.....H97000006372

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 2

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 23, 1997

MANATEE - AMERICAN FINANCIAL CORP.
1825 NE 164TH ST.
STE 1
N. MIAMI BEACH, FL 33162US

SUBJECT: MANATEE - AMERICAN FINANCIAL CORP.
REF: P93000013649

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Steven Harris
Corporate Specialist

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Division of Corporations - P.O. BOX 6927 - Tallahassee, Florida 32314

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(904) 922-3700

04-23-97 04:03PM P001 #11

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TEL: 305-467-2264

KTLVX

04-18-97 04:24PM FROM KIPNIS TESCHER

TO 19049224000

P002/004

4/18/97
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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MANATEE-AMERICAN FINANCIAL CORP.

FILED
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SEAL
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Manatee-American Financial Corp., a Florida corporation (the "Corporation"), are hereby amended as follows:

Article III is deleted in its entirety and substituted by the following:

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 25,000,000 shares, which are to be divided into two classes as follows:

20,000,000 shares of common stock, par value \$.0001 per share; and

5,000,000 shares of preferred stock, par value \$.0001 per share.

The preferred stock may be created and issued, from time to time, in one or more series and with such designations, rights, preferences, conversion rights, privileges and restrictions as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such preferred stock as may be adopted from time to time in the sole discretion of the Board of Directors pursuant to the authority given in this paragraph.

Fax Audit No. H9700006372 1
Kipnis Tescher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Ft. Lauderdale, FL 33394
(954) 467-1964
Michelle Kramlich Kain, Esq. FLA BAR NO. 272787

Fax Audit No. H97000006372 1.

The foregoing was adopted by the written consent of the sole director and all of the shareholders of the Corporation pursuant to Sections 607.0821 and 607.0704, Florida Statutes as of February 11, 1997. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated: April 1, 1997.


Marc B. Tescher, President

Fax Audit No. H97000006372 1
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Michelle Kramish Kaln, Esq. FLA BAR NO. 272787