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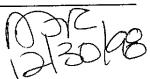
ACCESS,

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

INC.

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666. Fax (904) 222-1666

CERTIFIED COPY	CUS
РНОТО СОРУ	VILING Amendment
1) Member Advantage (CORPORATE NAME & DOCUMENT #)	Service Corporation-
(CORPORATE NAME & DOCUMENT #)	
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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF MEMBER ADVANTAGE SERVICE CORPORATION-TAMPA BAY,

The following Article V of the Articles of Incorporation of MEMBER ADVANTAGE SERVICE CORPORATION-TAMPA BAY, (the "Corporation") is amended in accordance with Florida Statutes Chapter 607 to read

as follows:

ARTICLE V CAPITAL STOCK

- A. CAPITALIZATION. The total number of shares that The Corporation shall have authority to issue is Ten Million (10,000,000) shares with a par value of .0001 per share.
- B. CONSIDERATION. The consideration to be paid for each share shall be paid in lawful money of the United States of America, or in property, labor, or services, which, in the judgment of the Board of Directors of this Corporation shall be of the valuation equivalent to the value of the stock to be issued.

This Amendment was approved and adopted by written action of the Board of Directors and Shareholders of the Corporation with voting rights on the ST day of CTOBER, 1996. The Amendment was approved unanimously by the shareholders, in accordance with the applicable law, the Charter of the Corporation and its Bylaws. The number of votes given by the shareholders for the amendment were sufficient for the approval of this Amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment on this 4774 day of November , 1996.

MEMBER ADVANTAGE SERVICE CORPORATION-TAMPA BAY

A sed and

Printed Name: SANDRA PLANO

Its: President

STATE OF FLORIDA COUNTY OF Sarasuta

the foregoing instrument was acknowledged before me this 47ff day of November, 1996 by SANDRA PLANO, the President of MEMBER ADVANTAGE SERVICE CORPORATION-TAMPA BAY, who is

personally

known

to

me or who

has

produced

as identification and who ()did

() did not take an oath.

Notary Public

State of Florida

Commission Expires:

KATHERINE PETRUZZI My Comm Exp. 12/20/98 Bonded By Service Ins No. CC427757

Personally Known [] Other L.D.