

HINCHY
WITTE
WOOD
ANDERSON
& HODGES
A LAW CORPORATION

P93000040710

San Diego Office
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March 31, 1998

Michael B. Witte, Retired
J. William Hinchy, Of Counsel

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

900002475479-78
88880101088800
04/01/98-01076-006
***35.00**35.00

Re: M Capital Corp., a Florida corporation
Corporation No. P93000040710

Enclosed for filing is an original and one copy of a Certificate of Amendment of Articles of Incorporation, along with the requisite \$35 filing fee. Please conform the copy (no certified copy is necessary) and return it to our office via Federal Express. A return airbill and mailing envelope is included.

Thank you for your assistance.

Sincerely,



David P. Ruth

DPR:rms
Enclosures

Amend. OK'd By LFT

Amend

FILED
98 APR -1 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS APR 6 1998

**CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
M CAPITAL CORP.**

FILED
APR -1 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kenneth Marlin and Russ Ellis certify that:

1. They are the duly elected and acting president and secretary, respectively, of M Capital Corp.

2. The Board of Directors of M Capital Corp. has approved the following amendment to the Articles of Incorporation:

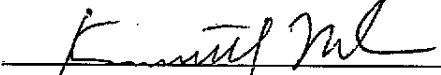
Article IV of the Articles of Incorporation is amended to read in its entirety as follows:

The total number of shares of Common Stock which this corporation is authorized to issue is Fifty Million (50,000,000) and the par value of each such share is One Dollar (\$1.00), amounting in the aggregate to Fifty Million Dollars (\$50,000,000). The holders of Common Stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon dissolution. On the amendment of this article, each outstanding share of Common Stock is split up and converted into One Hundred (100) shares.

3. This amendment may be adopted with approval by the Board of Directors alone pursuant to Section 607.1002(5) of the Florida Business Corporation Act because the amendment only changes issued and unissued authorized shares into a greater number of whole shares and the corporation has only shares of this Common Stock class outstanding.

We further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: MARCH 24 1998


Kenneth Marlin, President

Dated: MARCH 19, 1998


Russ Ellis, Secretary

