

HINCHY  
WITTE  
WOOD  
ANDERSON  
& HODGES  
A LAW CORPORATION

P93000040710

San Diego Office  
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Michael B. Witte, Retired  
J. William Hinchy, Of Counsel

June 19, 1998

Via Certified Mail No. P786088412  
Return Receipt Requested

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

700002569957--3  
-06/23/98--01083--001  
\*\*\*\*\*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 in the postage paid envelope provided.

Thank you for your assistance.

Sincerely,

*Roxanne Sarro*

ROXANNE SARRO  
Legal Assistant to  
DAVID S. LANE

Enclosures

FILED  
98 JUN 23 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

JUL 2 1998

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

**FILED**  
**JUN 23 PM 12:14**  
**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. Pursuant to Section 607.1003 of the Florida Business Corporation Act, the Shareholders and Board of Directors of M Capital Corp. have unanimously approved the following amendment to the Articles of Incorporation, effective April 1, 1998:


Article IV of the Articles of Incorporation is amended to state that the par value of each share of Common Stock of this Corporation is One Cent (\$0.01), with the aggregate amount of authorized shares of Common Stock equaling Five Hundred Thousand Dollars (\$500,000).

3. Shareholder approval of the above amendment was adopted by Unanimous Written Consent pursuant to Section 607.0704 of the Corporation Law of Florida on April 1, 1998.

4. Board of Director approval of the above amendment was adopted by Unanimous Written Consent pursuant to Section 607.0821 of the Corporation Law of Florida on April 1, 1998.

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: 6-16-98

  
Kenneth Marlin, President

Dated: 6-17-98

  
Russ Ellis, Secretary