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RAUL A. PUIG, P.A.
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Miami, Florida 33156

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February 29, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee Florida
32399

VIA OVERNIGHT COURIER

SUBJECT: GLOBAL CARD SERVICES, INC.

Enclosed is an original and one copy of the Articles of Amendment to the Restated and Amended Articles of Incorporation of GLOBAL CARD SERVICES, INC. and a check for \$35.00 covering the filing fees for the same.

Please expedite the filing of the Articles of Amendment and return the stamped copy of the same as well as the certified copy of the Restated and Amended Articles in the enclosed self-addressed envelope to my office:

RAUL A PUIG, ESQ.
9200 SOUTH DADELAND BOULEVARD
SUITE 710
MIAMI, FLORIDA 33156
TEL. (305) 670-9859

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Sincerely,


Raul A. Puig, Esq.

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Amend on
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3-8-00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO RESTATED AND AMENDED ARTICLES OF
INCORPORATION
OF
GLOBAL CARD SERVICES, INC.**

Pursuant to Section 607.1006 of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Restated and Amended Articles of Incorporation:

1. The name of the corporation is:

GLOBAL CARD SERVICES, INC.
2. The Restated and Amended Articles of Incorporation are hereby amended by deleting Article IV in its entirety and substituting therefor the following:

"ARTICLE IV

Authorized Capital

The corporation is authorized to issue Thirty Two Million Five Hundred (32,500,000) shares of common stock, with no par value."

3. The foregoing Amendment was unanimously approved by a majority of all of the shareholders of the corporation (who constitute the only voting group entitled to vote on the amendment) at a properly noticed Special Meeting of the Shareholders held on February 28, 2000 and was unanimously approved by all of the directors of the corporation at a properly noticed Special Meeting of the Board of Directors of the corporation held on February 4, 2000. Such vote was sufficient for approval by the shareholders and the Board.

IN WITNESS WHEREOF, the undersigned Mark Silverman, director and president of the corporation has executed these Articles of Amendment this 29th day of February, 2000.

GLOBAL CARD SERVICES, INC.

By: Mark A. Silverman
MARK SILVERMAN,
DIRECTOR AND PRESIDENT

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA