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WALLACE, BAUMAN, FODIMAN & SHANNON, P.A.

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April 7, 1997

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: Initiatives Corporation

600002136676--4
-04/08/97--01032--001
*****35.00 *****35.00

Dear Sir/Madame:

Enclosed for filing is an Amendment to Articles of Incorporation of Initiatives Corporation along with a check in the amount of \$35.00 made payable to the Department of State.

If you need additional information or have any questions, please contact the undersigned.

Very truly yours,



BRYAN W. BAUMAN

BWB/clc

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 APR -8 PM 4:02

Amendment
722 APR 10 1997

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
INITIATIVES CORPORATION**

I, the undersigned, PETER MONTADAS, ^{USE} President of INITIATIVES CORPORATION, a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as the "Corporation") hereby certify and affirm that the following Amendment to the Corporation's Articles of Incorporation was duly adopted by a majority of the shareholders of the Corporation by written action in accordance with Florida Statutes § 607.0740.

1. **RESOLVED**, that Article III of the Corporation's Articles of Incorporation is hereby amended to read as follows:

ARTICLE III - CAPITAL STOCK

The total number of shares of stock which the Corporation shall have authority to issue is 1,000,000 shares of common stock, \$.01 par value (the "Common Stock"). All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of directors. Property, labor or services may be purchased or paid for with capital stock at a just valuation determined in the discretion of the Board of Directors.

2. A majority of the shareholders approved the Amendment on March 28, 1997. The number of votes cast in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has execute this Amendment to the Articles of Incorporation of INITIATIVES CORPORATION, this 31 day of March, 1997.

INITIATIVES CORPORATION, a
Florida corporation

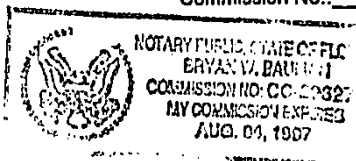
By: *P. Montadas*
PETER MONTADAS, ^{USE} President

I HEREBY CERTIFY, that PETER MONTADAS, personally known to me to be the same person whose name is subscribed to the foregoing instrument, this day personally appeared before me as the ^{USE} President/Chief Executive Officer, respectively of INITIATIVES CORPORATION, and they acknowledged that they had executed the foregoing instrument fully and voluntarily for the use and purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 31st day of March, 1997.

My Commission Expires:

Bryan Bauma
NOTARY PUBLIC, STATE OF FLORIDA
Print Name: BRYAN BAUMA
Commission No.:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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