

CONTINENTAL
CAPITAL
& EQUITY
CORPORATION

P95000013248

June 22, 1998

300002569398--6
-06/23/98--01054--001
*****35.00 *****35.00

Secretary of State
Amendments Division
409 E. Gaines Street
Tallahassee, FL 32399

Attached are the following for your review:

- Executed and notarized Articles of Amendment for Continental Capital & Equity Corporation
- Processing fee of \$35.00

Please send notification acknowledging your receipt of the enclosed amendment.

Best Regards,
CONTINENTAL CAPITAL & EQUITY CORPORATION

Jim Schnorf

Jim Schnorf
Chief Financial Officer/Chief Operating Officer

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

195 Wekiva Springs Road
Suite 200
Longwood, Florida 32779

PHONE

(407) 682-2001

FAX

(407) 682-2544

JUL 2 1998

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**

Pursuant to the provisions of the Florida Corporation Code, the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: The name of the corporation is:

CONTINENTAL CAPITAL & EQUITY CORPORATION

SECOND: The following amendment to the Articles of Incorporation was adopted on June 18, 1998, as prescribed by the Florida Corporation Act, in the manner marked with an X below:

X Such amendment was adopted by a unanimous vote of the shareholders. The number of shares voted for the amendment was sufficient for approval.

The corporation shall be authorized to issue 50,000,000 common shares @ \$.01 per share.

THIRD: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

None.

FOURTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

None.

CONTINENTAL CAPITAL & EQUITY CORPORATION

By: John R. Manion
President

and Dodi B. Zirkle
Secretary/Treasurer

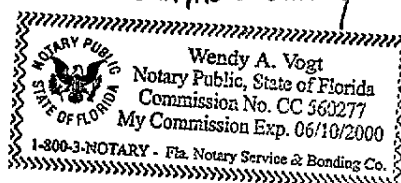
STATE OF FLORIDA)
) SS.
COUNTY OF Seminole)

The foregoing Articles of Amendment to the Articles of Incorporation was acknowledged before me by John R. Manion as President and Dodi B. Zirkle as Secretary/Treasurer of CONTINENTAL CAPITAL & EQUITY CORPORATION, a Florida corporation, this 18th day of June, 1998.

My Commission expires: 06/10/2000

W. A. Vogt
Notary Public
Address:

Longwood, FL
Seminole County



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