



THE UNITED STATES
CORPORATION
COMPANY

P950000277/2

ACCOUNT NO. : 072100000032

REFERENCE : 609519 10329A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 21, 1997

ORDER TIME : 10:50 AM

ORDER NO. : 609519-005

CUSTOMER NO: 10329A

CUSTOMER: Mr. Robert W. Darnell
Hankin, Persson & Darnell
Suite 400 & 406
2033 Main Street
Sarasota, FL 34237

600002354106
-11/21/97-01065-008
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: CFT CONSULTING, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 NOV 21 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV 21 PM 12:07
DIVISION OF CORPORATION

Amendment
DC 11/21/97

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
CFT CONSULTING, INC.

FILED
97 NOV 21 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, W. KENNETH MORRIS, President, and KENNETH GOLDBERG, Secretary, of CFT CONSULTING, INC. certify that:

1. We are the President and Secretary of CFT CONSULTING, INC., a Florida corporation, whose Articles of Incorporation were filed with the Secretary of State, State of Florida, on April 7, 1995.

2. The following amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors and approved by the Shareholders, at a special meeting at which all of the Directors and Shareholders were present and voting throughout, duly called for the purpose of adopting this Amendment and held on November 15, 1997.

3. There are 2,072,335 shares of common stock outstanding. All of said outstanding shares are entitled to vote, and all of the shares entitled to vote, voted for the Amendment.

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

"ARTICLE IV
CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding is Fifty Million (50,000,000)

Shares. Said shares shall consist of Thirty Million (30,000,000) shares of Class A, voting common stock, Ten Million (10,000,000) shares of Class B, non-voting common stock, and Ten Million (10,000,000) shares of Class C, convertible, voting and participating preferred stock. Each class of stock shall have the same equity rights in the Corporation."

5. This amendment shall become effective upon filing with the Florida Department of State.

All shares of the Corporation which were issued and outstanding before filing of these Articles of Amendment, shall be cancelled, declared null and void and re-issued.

IN WITNESS WHEREOF, the undersigned, W. KENNETH MORRIS, as President, and KENNETH GOLDBERG, as Secretary of the Corporation have executed these Articles of Amendment this 15th day of November, 1997.



W. KENNETH MORRIS, President



KENNETH GOLDBERG, Secretary