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FAX #: (850)922-4000

FROM: CASWELL & HARRIS, P.A.  
CONTACT: CHRIS CASWELL  
PHONE: (941)366-7727

ACCT#: 105205003431

FAX #: (941)366-7727

NAME: ATM CAPITAL CORPORATION  
AUDIT NUMBER.....H97000010767  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
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PAGES..... 22  
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Amendment  
7-2-97  
DC

6/30/97

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CONTACT: CHRIS CASWELL  
PHONE: (941)366-7727

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FAX #: (941)366-7478

NAME: ATM CAPITAL CORPORATION  
AUDIT NUMBER.....H97000010767  
DOC TYPE.....BASIC AMENDMENT  
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PAGES..... 1  
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CASSELL & HARRIS

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 1, 1997

**ATM CAPITAL CORPORATION**  
**3001 EXECUTIVE DR #150**  
**CLEARWATER, FL 34622**

**SUBJECT: ATM CAPITAL CORPORATION**  
**REF: F95000059624**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlana Connell  
Corporate Specialist

FAX Aud. #: E97000010767  
Letter Number: 797A00034457

#H97000010767

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ATM CAPITAL CORPORATION

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE III is hereby amended to read as follows:

"The number of shares of stock that this corporation is authorized to have outstanding at any one time is TWENTY MILLION (20,000,000) shares of \$0.01 per value common stock."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: N/A

THIRD: The date of each amendment's adoption: May 20, 1997

FOURTH: Adoption of Amendment(s) (Check One)

The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

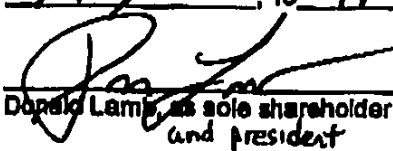
The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendments(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by N/A  
(voting group)

Signed this 20TH day of May, 19 97

Prepared by:  
Christopher K. Caswell  
CASWELL & HARRIS, P.A.  
1215 N. Palm Avenue  
Sarasota FL 34236  
Fla. Bar No. 0371211

  
Donald Lamb, sole shareholder and director  
and president

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