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May 23, 1997

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314


Re: J. Michael Reisert Group, Inc.

Dear Sir or Madam:


Enclosed herewith please find Certificate of Amendment of Certificate of Incorporation for the above corporation and a check in the amount of \$87.50.

Please file the Certificate and furnish the undersigned with a certified copy.

Very truly yours,


John C. Osberger

JCO/rh
Enclosures
cc: Irving H. Bowen (w/encl)


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CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

J. MICHAEL REISERT GROUP, INC., a Florida corporation, by its President, J. MICHAEL REISERT, and Secretary, IRVING H. BOWEN, hereby certifies that:

The Directors of said corporation by unanimous written consent pursuant to Section 607.134, F.S., dated May 12, 1997, adopted the following resolution:

RESOLVED, that Article Second of the Articles of Incorporation of this corporation be amended to read as follows:

SECOND The maximum number of shares which the corporation is authorized to have outstanding is Five Million (5,000,000) shares which shall consist of:

- (a) One Million (1,000,000) shares shall be Class "A" common shares, \$.01 par value, and shall possess all of the voting rights of the corporation as hereinafter determined; and
- (b) Four Million (4,000,000) shares shall be Class "B" common shares, \$.01 par value, and shall be non-voting.
- (c) The express terms of the shares of each class are as follows:
 - (1) No dividends shall be declared or paid on any class unless at the same time there shall be declared or paid, as the case may be, a dividend in the form of cash or property in an equal amount per share on the other class;
 - (2) In the event of a share dividend the dividend shall be payable in the same class;
 - (3) No holder of shares of the corporation shall have a preemptive right to subscribe for or to purchase any shares of any class of the corporation whether now or hereafter authorized; and
 - (4) Each class of shares shall be treated equally upon the dissolution, termination or winding up of the corporation.

The Shareholders of the corporation, by unanimous written consent pursuant to Section 607.394, F.S., dated May 12, 1997, adopted said amendment to the Certificate of Incorporation.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name and attested to by its Secretary this 12 day of May, 1997.

J. MICHAEL REISERT GROUP, INC.

By: 

J. Michael Reisert, President

ATTEST: 

Irving H. Bowen, Secretary