

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

M. HENDRICKS MAR - 6 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>MAP</i>	_____	_____	_____

WALK-IN *3/6 11:00*
Will Pick Up _____

RE: Advantage Credit
International Incorporated

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input checked="" type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S -	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	*****87.50	*****87.50
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ADVANTAGE CREDIT INTERNATIONAL INCORPORATED

FILED
97 MAR -6 PM 2:39
TALLAHASSEE, FLORIDA

Article IV of the articles of incorporation of **ADVANTAGE CREDIT INTERNATIONAL INCORPORATED** was amended by the corporation's board of directors on March 4th, 1997. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.1006.

1. The name of the corporation is **ADVANTAGE CREDIT INTERNATIONAL INCORPORATED**.

2. Article IV of the articles of incorporation of **ADVANTAGE CREDIT INTERNATIONAL INCORPORATED**, was amended as follows:

ARTICLE IV. CAPITAL STOCK

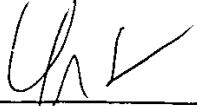
The total numbers of shares of stock that the corporation shall have authority to issue is 7,500 of which 5625 shares with a \$1.00 par value are designated as "Voting Common Stock" and 1,875 shares with a \$1.00 par value are designated as "Non-Voting Common Stock." The rights of the holders of each authorized class of common stock shall be identical in all respects except as follows:

(a) The holders of the Voting Common Stock shall be entitled to vote to elect of members of the corporation's board of directors.

(b) The holders of the Non-Voting Common Stock shall not be entitled to vote for the members of the board of directors of the corporation.

3. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on March 4th, 1997. Shareholder action is not required for amending the articles of incorporation.

IN WITNESS WHEREOF, the undersigned Directors, constituting all of the directors of this corporation, have executed these articles of amendment on March 4th, 1997.



CHRISTOPHER M. SMITH, Director



TIMOTHY S. HANDLEY, Director



D. SCOTT THOSON, Director

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 4th day of March, 1997 by CHRISTOPHER M. SMITH, as Director of ADVANTAGE CREDIT INTERNATIONAL INCORPORATED, a Florida corporation, on behalf of the corporation, who is personally known to me.



WILLIAM V. LINNE
My Commission CC507790
Expires Dec. 30, 1999



NOTARY PUBLIC

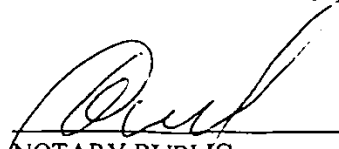
Typed Name: William V. Linne
Commission Expires: 12-30-99
Commission No.: CC507790

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 4th day of March, 1997 by
TIMOTHY S. HANDLEY, as Director of ADVANTAGE CREDIT INTERNATIONAL
INCORPORATED, a Florida corporation, on behalf of the corporation, who is personally known
to me.



WILLIAM V. LINNE
My Commission CC507790
Expires Dec. 30, 1999


NOTARY PUBLIC

Typed Name: William V. Linne
Commission Expires: 12-30-99
Commission No.: CC507790

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 4th day of March, 1997 by
D. SCOTT OTHOSON, as Director of ADVANTAGE CREDIT INTERNATIONAL
INCORPORATED, a Florida corporation, on behalf of the corporation, who is personally known
to me.



WILLIAM V. LINNE
My Commission CC507790
Expires Dec. 30, 1999


NOTARY PUBLIC

Typed Name: William V. Linne
Commission Expires: 12-30-99
Commission No.: CC507790