

D. LAMAR SMITH, P.A.

Attorney at Law

6620 Southpoint Drive North
Suite 210, Mailbox 10
Jacksonville, FL 32216
(904) 281-9200
(904) 281-9222 (Fax)

Beaches Office
13835 Longs Landing Road E.
Jacksonville, FL 32225
(904) 220-8727

P96000088764

February 5, 1997

Ms. Sandra B. Mortham
Secretary of State
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

800002080588--5
-02/06/97--01112--001
*****35.00 *****35.00

Dear Ms. Mortham:

We have enclosed the original Amendment of Articles of Incorporation of Global Service Net, Inc., together with a copy of the Corporate Meeting. Also enclosed is our check number 1739 in the amount of \$35.00 as a filing fee with respect to the filing of the amendment.

Thank you for your attention to this matter.

Sincerely,

D. LAMAR SMITH, P.A.

Venita M. King
Venita M. King
Bankruptcy Secretary to
D. Lamar Smith, Esquire

VMK
doc\letters\Franklin.ltr

Amend
SH 3/18
FILED
97 MAR 17 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 12, 1997

Venita M. King
D. Lamar Smith, P.A.
6620 Southpoint Dr., North, Suite 210
Jacksonville, FL 32216

SUBJECT: GLOBALSERVICE.NET, INC.
Ref. Number: P96000088764

We have received your document for GLOBALSERVICE.NET, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please list each person title under their signatures. Since the amendment was adopted by the directors, it should be signed by the directors.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 897A00007496



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 10, 1997

Venita M. King
D. Lamar Smith, P.A.
6620 Southpoint Dr., North, Suite 210
Jacksonville, FL 32216

SUBJECT: GLOBALSERVICE.NET, INC.
Ref. Number: P96000088764

We have received your document for GLOBALSERVICE.NET, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the amendment was adopted by the board of directors, a statement that shareholder approval was not required must also be contained in the document.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 597A00012124

AMENDMENT TO ARTICLES OF INCORPORATION
OF GLOBALSERVICE.NET, INC.

FILED
97 MAR 17 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. RECITATIONS

WHEREAS, a meeting of the corporate directors of GlobalService.Net, Inc., was held on or about February 3, 1997, pursuant to the corporate minutes attached hereto and made a part hereof by this reference, and

WHEREAS, a quorum of directors authorized to vote their respective pro-rata equity interests were present at the foregoing meeting, and

WHEREAS, the corporation by and through its undersigned principals is desirous of inducing one Robert Black to make a capital contribution in the amount of \$15,000.00 in order to abet corporate functioning, and

WHEREAS, as consideration for the foregoing capital contribution the said Mr. Black will require the issuance of 60,000 shares of certificated stock representing twenty percent (20%) of all non-dilutable outstanding corporate equity, and

WHEREAS, a restructuring and redistribution of the respective interests of those present and authorized to vote is deemed necessary in order to effectuate the foregoing conditions, and

WHEREAS, such a redistribution and reorganization necessarily involves the amendment to Articles VI, VII and XI of the Articles of Incorporation filed with the Florida Secretary of State on or about October 29, 1996

NOW, THEREFORE, let the following alterations constitute duly enacted amendments to the foregoing Articles:

ARTICLE VI

Article VI is hereby terminated and revoked.

equity interests of each and every corporate shareholder:

It is hereby expressly understood that shareholder approval is not required in order to adopt this Amendment.

Michael W. Franklin,
70,000 shares

Robert Black
60,000 shares

Robert C. Sanford
35,000 shares


WAYNE M. LEVITT
60,000 shares

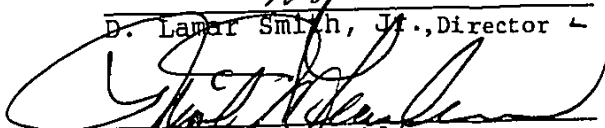
D. LAMAR SMITH, JR.
45,000 shares

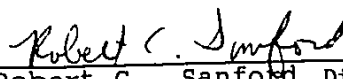
KATRINA L. BISHOP
10,000 shares


HARLIN R. SILVERS
20,000 shares

IN WITNESS THEREOF, we and each of us, have executed this Amendment to Articles of Incorporation this 4th day of February, 1997.


D. Lamar Smith, Jr., Director


Michael W. Franklin, Director


Robert C. Sanford, Director


Katrina L. Bishop, Director

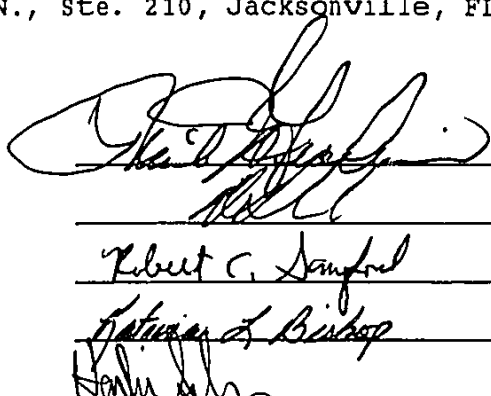

Harlin R. Silvers, Director


Robert Black, Director

Global Service Net, Inc.

Corporate Meeting

Date : February 3, 1997
Location : 6620 Southpoint Dr. N., Ste. 210, Jacksonville, FL
Time : 7:00 PM
Attendants: Michael W. Franklin
D. Lamar Smith
Robert C. Sanford
Katrina L. Bishop
Harlin R. Silvers



MINUTES

This reflects the meeting of the principals of Global Service Net, Inc. Present in this meeting were D. Lamar Smith, Michael W. Franklin, Robert C. Sanford, Katrina L. Bishop and Harlin R. Silvers, the foregoing Equity Owners and Directors representing a quorum of interested parties authorized to vote on the following measures thereafter made the following proposals:

PROPOSALS:

1. By: D. Lamar Smith: Corporation to relinquish 20% equity to induce capital infusion. As consideration for a capital infusion in the amount of \$15,000 to Mr. Robert Black the following measures were proposed:
 - a. Michael W. Franklin to relinquish 60,000 shares in order to reduce his overall equity interest in the company to 70,000 shares
 - b. The foregoing relinquishment of 60,000 shares will be re-issued to Robert Black as an inducement for

his participation in corporate affairs as a shareholder, director and signatory on all corporate accounts.

- c. 35,000 outstanding shares heretofore owned by the corporation to be issued in favor of Robert C. Sanford, C.P.A., as consideration for his participation as an equity owner and director in the corporation.
- d. No further dilution of equity without a majority pro-rata vote of all directors authorized to vote to the extent of their respective equity interests.
- e. Monthly corporate meetings to be held at a to-be-specified location on at to-be-specified time on a regular basis each and every month hereinafter.
- f. Double signatures on all corporate checks to be required henceforth. In the interest of timeliness, four signatories to be authorized with respect to all accounts and corporate remittances, with a minimum of two signatures of the foregoing signatories required in order to make a money transaction. Proposed signatories are Michael W. Franklin, Robert Black, Robert C. Sanford and Wayne M. Levitt.

Proposals each seconded and Unanimously Approved. They become Resolutions.

2. By: Michael W. Franklin: Corporation to authorize interim salaries.

- a. \$350.00 per week to Michael W. Franklin.

Proposal Seconded and Unanimously Approved. It becomes a Resolution.

b. \$300.00 per week to Scott Franklin.

Proposals Seconded and Unanimously Approved. It becomes a Resolution.

3. By: Michael W. Franklin: Corporation to purchase and circulate 2,500.00 Pre-formatted Internet Access Disks at a cost of \$2,500.00.

Proposal Seconded and Unanimously Approved. It becomes a Resolution.

4. By: Michael W. Franklin: Corporation to purchase advertisements in Florida Times Union on consecutive Sundays beginning February 9, 1997 at a to-be-specified cost in order to take advantage of favorable publicity from TV show "America's Most Wanted".

Proposal Seconded and Unanimously Approved. It becomes a Resolution.

5. By: D. Lamar Smith: Corporation to meet as soon as possible upon capital contribution by Robert Black in order to discuss specific implementation of the foregoing Resolutions.

Proposal Seconded and Unanimously Approved. It becomes a Resolution.

Meeting adjourned : 9:05 PM

ATTORNEYS AT LAW

COHN COHN & SINGER

A PROFESSIONAL ASSOCIATION

VANESSA NEWMAN COHN
RONALD BRUNER COHN
GILBERT M. JONES

JOHN G. BIANCO III
MICHAEL S. TAYLOR

March 11, 1997

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

RE: Pampered Hands and Feet, Inc.

Dear Division of Corporations:

Please be advised that Pampered Hands and Feet, Inc. has changed its address, and registered agent's address, from 13940 North Dale Mabry, Suite 5, Tampa, Florida 33618 to:

PAMPERED HANDS AND FEET, INC.
10903 N. Dale Mabry Hwy.
Tampa, Florida 33618

Please adjust your records accordingly. Thank you for your attention to this matter.

Very truly yours,

COHN, COHN & SINGER, P.A.

Michael S. Taylor
Michael S. Taylor

MST/

cc: Donna Kalinkiewicz, President
Pampered Hands and Feet, Inc.

KS 3/18

ARAN CORREA & GUARCH, P.A.

Attorneys at Law
710 South Dixie Highway
Coral Gables, Florida 33146-2602

Fernando S. Arán
Danny Correa
J.M. Guarch, Jr.

Telephone: (305) 665-3400
Telefax: (305) 665-2250

Joseph A. Miles
Lillian M. Real
Richard G. Renaud

March 7 1997

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Change of address for Basinaf Enterprises, Inc.

Dear Sir or Madam:

Please change the address for the above referenced corporation to:

8783 S.W. 132 Street
Miami, Florida 33176

Should you have any thoughts, questions, or comments, please do not hesitate to contact me.

Very truly yours,

ARAN CORREA & GUARCH, P.A.

Sandra Muniz
Sandra Muniz

Secretary to J.M. Guarch, Jr.

wpdoca\corp\amdaddressl1t

KS 3/8

P96000094810

LAW OFFICES
LAWRENCE D. FELDER

1417 SOUTHEAST 1ST AVENUE
FORT LAUDERDALE, FLORIDA 33316

(954) 524-8808

March 17, 1997

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

Attention: Sandy Neg
Document Specialist

Re: J C Funding Associates, Inc.

Dear Ms. Neg:

With reference to the above captioned, the above referenced corporation was filed as of November 20, 1996 and assigned document number P96000094810.

In reviewing the document, it is indicated that the principal office mailing address is incorrect. The correct address is J C Funding Associates, Inc., 2900 West Sample Road, Booth 6101, Pompano Beach, Florida 33079. Please correct your records accordingly.

If there is anything further in this regard, please contact us immediately.

Very truly yours,


LAWRENCE D. FELDER

LDF/jde

MAR 20 1997

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-03/14/97--01088--001
***180.00 ***180.00

March 14, 1997

REPLACEMENT FEE 1997

ANNUAL REPORT: VETERAN' S
CONSTRUCTION, MAINTENANCE &
REPAIR, INC.

DEBIT MEMO: # 1597-B

CHECK #: 103