



UNITED SENIOR CITIZENS CAPITAL, INC.

22509 Sea Bass Drive
Boca Raton, Florida 33428
Telephone (561) 477-1099 Fax (561)477-1078

P96000089420

June 5, 1998

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

FILED
98 JUN -8 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation for United Senior Citizens Capital, Inc.

Enclosed please find a check for \$43.75 representing the \$35.00 filing fee, and \$8.75 for a certificate of status.

Your prompt attention to this matter will be greatly appreciated.

Sincerely,

Jerry A. Goldfarb
President

enc.

800002551068--8
-06/08/98--01071--002
*****43.75 *****43.75

Amend.
6-12-98
CC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

UNITED SENIOR CITIZENS CAPITAL, INC. (P96000089420)

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

FIRST: Amendments(s) adopted:

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Jerry A. Goldfarb
Secretary:	Jerry A. Goldfarb
Treasurer:	Jerry A. Goldfarb

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

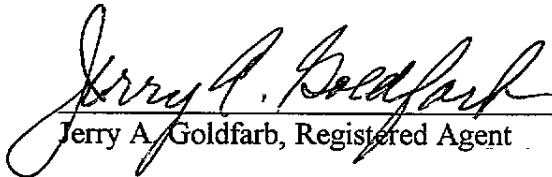
Jerry A. Goldfarb

ARTICLE 12 - REGISTERED AGENT

The name and address of the registered agent of this Corporation is Jerry A. Goldfarb, 22509 Sea Bass Drive, Boca Raton, Florida 33428

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Jerry A. Goldfarb, having been designated as the Registered Agent in the Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered agent under the applicable provisions of the Florida Statutes.


Jerry A. Goldfarb, Registered Agent

FILED
98 JUN -8 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

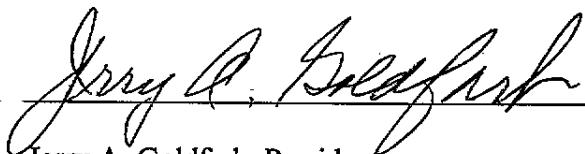
SECOND: Carole R. Glassman shall endorse and transfer all outstanding shares of stock (100) to Jerry A. Goldfarb before witness(s) not later than ten (10) days from the adoptive date of these amendments.

THIRD: The date of each amendment's adoption shall be June 4, 1998

FOURTH: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this fourth day of June, 1998.

Signature



Jerry A. Goldfarb, President