



UNITED SENIOR CITIZENS CAPITAL, INC.

849 S.E. 8th Avenue, Suite 1

Deerfield Beach, Florida 33441

Telephone (954) 725-8255 Fax (954) 725-8125

P96000089420

November 9, 1999

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

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-11/15/99--01099--009

*****43.75 *****43.75

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

*Amend
11-22-99
PMS*

enc.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

99 NOV 15 AM 9:34

FILED

**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, 849 S.E. 8th Avenue, Suite 1, Deerfield Beach, Florida 33441

**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

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CLERK OF STATE
TALLAHASSEE, FLORIDA

SECOND: Linda S. Merkin 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 November 9, 1999

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

Signed this ninth day of November, 1999

Signature

Jerry A. Goldfarb, President
Jerry A. Goldfarb, President