

VANTAGE CAPITAL, INC.
C/O Jerry M. Syrop
10585 NW 57th Court
Coral Springs, FL 33076-2803
954 755-1259

March 5, 1998

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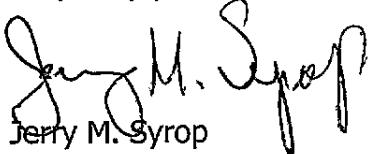
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/09/98-01152-010
*****87.50 *****87.50

Dear Sir or Madam:

Enclosed is our check, in the amount of \$87.50 for an amendment to our articles of incorporation and a certified copy of this amendment. Thank you for your prompt consideration on this matter.

Very truly yours,


Jerry M. Syrop

President

APPROVED
AND
FILED
98 MAR -9 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*Cert Copy
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

VANTAGE CAPITAL, Inc.

(present name)

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: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

RESOLVED: ARTICLE III - CAPITAL STOCK SHALL BE ~~AMENDED~~ ^{AMENDED} _{MAR 9 1991}
TO READ -

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT
THIS CORPORATION IS AUTHORIZED TO HAVE OUT-
STANDING AT ANY ONE TIME, IS:

10,600,000 (TEN MILLION) SHARES CLASS A
2,000,000 (TWO MILLION) SHARES CLASS B

APPROVED
AND
FILED

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: FEBRUARY 24, 1998

FOURTH: Adoption of Amendment(s) (CHECK ONE)

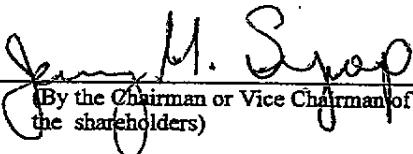
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group "

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 24 day of FEBRUARY, 19 98

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JERRY M. SYROP

Typed or printed name

Vice - CHAIRMAN of the Board of DIRECTORS

Title

APPROVED
AND
FILED

98 MAR - 9 PM 1:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA