



AMERICAN CIRCLE

P97000039805

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 1:46

January 20, 1998

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: American Circle Corporation
Document No. P97000039805

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-01/21/98--01101--003
*****87.50 *****87.50

Dear Sir/Madam:

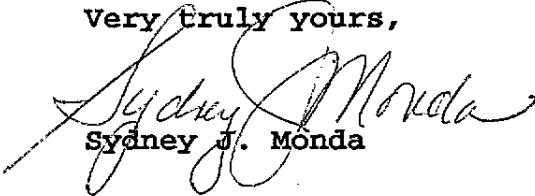
Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation of the above-referenced, together with a check made payable to your order in the amount of \$87.50. Kindly arrange to file the original Articles returning a certified copy to the undersigned.

Payment is to be applied as follows:

Filing Fees	\$ 35.00
Certified Copy	<u>52.50</u>
TOTAL	<u>\$ 87.50</u>

Should you require any additional information, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,


Sydney J. Monda

Enclosures

CIRCLE/98-13016

THE SMART FROM THE START™ COMPANY

3200 NORTH MILITARY TRAIL, SUITE 300
BOCA RATON, FL 33431
TEL. 561.988.9303 FAX 561.988.9693



AMERICAN CIRCLE

January 21, 1998

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Cheryl Coulliette

Re: American Circle Corporation
Document No. P97000039805

Dear Cheryl:

Enclosed please find the corrected first page to the Articles of Amendment to the Articles of Incorporation that we spoke about this morning. Kindly substitute this page, and arrange to file the original Articles returning a certified copy to me.

Thank you very much for your patience and consideration in this matter.

Very truly yours,


Sydney J. Monda

Enclosure

CIRCLE/98-13020

THE SMART FROM THE STARTTM COMPANY

3200 NORTH MILITARY TRAIL, SUITE 300
BOCA RATON, FL 33431
TEL. 561.988.9303 FAX 561.988.9693

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AMERICAN CIRCLE CORPORATION

FILED
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DIVISION OF CORPORATIONS
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Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned Vice President of American Circle Corporation, a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), does hereby certify:

That pursuant to Unanimous Written Consent of the Board of Directors of said Corporation dated September 15, 1997, the Board of Directors approved the amendment to the Corporation's Articles of Incorporation as follows:

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Million (100,000,000) shares of Common Stock, \$.0001 par value per share, and Two Million (2,000,000) shares of Preferred Stock, \$.0001 par value.

The Board of Directors is authorized, subject to limitations prescribed by law and the provision of this Article IV, to provide for the issuance of the shares of Preferred Stock in series, and to establish from time to time the number of shares to be included in each series, and to fix the designation, powers, preferences and relative, participating, optional or other special rights of the shares of each series and the qualifications, limitations or restrictions thereof.

The authority of the board with respect to each series of Preferred Stock shall include, but not be limited to, determination of the following:

The number of shares constituting the series and the distinctive designation of the series;

The dividend rate on the shares of the series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, or payments of dividends on shares of the series;

Whether the series will have voting rights, and, if so, the terms of the voting rights;

Whether the series will have conversion privileges, and, if so, the terms and conditions of the conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors determines;

Whether or not the shares of the series will be redeemable, and, if so, the terms and conditions of redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

Whether the series shall have a sinking fund for the redemption or purchase of shares of the series, and, if so, the terms and amount of the sinking fund;

The rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights or priority, if any, of payment of shares of the series; and

Any other relative terms, rights, preferences and limitations, if any, of the series as the Board of Directors may lawfully fix under the laws of the State of Florida as in effect at the time of the creation of such series.

The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to Unanimous Written Consent pursuant to Section 607.0704 of the Florida Business Corporation Act, on September 15, 1997. There being no shareholders of the Corporation, approval was only needed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, being the Vice President of this Corporation, has executed these Articles of Amendment as of January 19, 1998.

AMERICAN CIRCLE CORPORATION

By: 

Jeff Monda
Vice President