

COMPREHENSIVE
BUSINESS SERVICES

SILVIO CORTEZ

ACCOUNTING

BOOKKEEPING

TAX SERVICES

CONSULTATION

10651 North Kendall Drive, Suite #201, Miami, FL 33176

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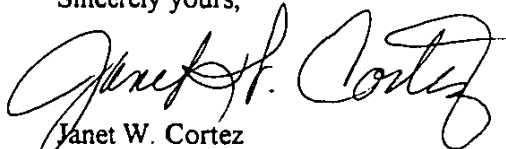
June 12, 1997

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

Dear Sirs:

Please find enclosed an original and two copies of the Articles of Amendment to the Articles of Incorporation for INTERSTATE MONEY SERVICES, INC. A check in the amount of \$87.50 is enclosed to cover the cost of the filing fee and a certified copy.

Sincerely yours,


Janet W. Cortez
Vice President

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*****87.50 *****87.50

FILED
97 JUN 18 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & Name Change
LFG
6-24-97

ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF

INTERSTATE MONEY SERVICES, INC.

FILED
97 JUN 18 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: **ARTICLE I** is being amended to read as follows:

The name of the Corporation is **INTERSTATE EXCHANGE CORPORATION**

ARTICLE IV is being amended to read as follows:

The aggregate number of shares which the corporation has authority to issue is One Million (1,000,000), all of which shall be common shares having a par value of ten cents (\$.10) per share.

ARTICLE IX is being amended to read as follows:

The name and addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, are:

Alvaro Lozano
1995 West 8th Avenue
Hialeah, FL 33010

Silvio Cortez
10651 N. Kendall Dr. Suite 201
Miami, FL 33176

ARTICLE X is being amended to read as follows:

The name and addresses of the Officers of the Corporation, who shall hold office for the first year, or until their successors are chosen by the Board of Directors in accordance with the bylaws, are:

Alvaro Lozano
1995 West 8th Avenue
Hialeah, FL 33010

President, Treasurer

Silvio Cortez
10651 N. Kendall Dr. Suite 201
Miami, FL 33176

Vice President, Secretary

ARTICLE XII is being amended to read as follows:

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of common stock they agree to take are:

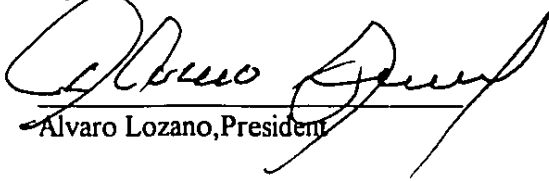
Alvaro Lozano	80% Shareholder or 800,000 Shares
1995 West 8th Avenue	
Hialeah, FL 33010	

Silvio Cortez	20% Shareholder or 200,000 Shares
10651 N. Kendall Dr. Suite 201	
Miami, FL 33176	

SECOND: The date of the foregoing amendment's adoption is June 4, 1997.

THIRD: This amendment was approved unanimously by the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 4th day of June, 1997.


Alvaro Lozano, President


Silvio Cortez, Vice President