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August 25, 1998

VIA FEDERAL EXPRESS

Department of State  
Corporate Division  
409 East Gaines Street  
Tallahassee, FL 32399  
ATTN: Ms. Dana Calloway

100002626791--3  
-08/27/98--01003--022  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

RE: Articles of Amendment to Articles of Incorporation of  
Overcharge Billings Services, Inc., a Florida Corporation,  
renaming the Corporation  
RETROSPECT ASSETS, INC.


Dear Madam/Sir:

Enclosed please find one original and one photocopy of the Articles  
of Amendment to Articles of Incorporation for the above corporation  
for filing with the State of Florida. Enclosed is also our check in  
the amount of \$43.75 representing the filing fee of \$35.00, and the  
cost of \$8.75 for issuance of Certificate of Status reflecting the  
new Corporate name.

Kindly return one stamped copy of the document, together with the  
Certificate of Status to us in the enclosed, return envelope.

Thank you very much for your assistance in this matter.

Very truly yours,



Ronald J. Zeller, Esq.

RJZ/ml  
Encls.

FILED  
98 AUG 27 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TLL AUG 27 1998

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
98 AUG 27 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**OVERCHARGE** : RECOVERY SERVICES, A FLORIDA CORPORATION

1. The name of the Corporation is Overcharge Recovery Services, Inc., a Florida Corporation.

2. Article I of the Articles of Incorporation of the Corporation is amended to read, as follows:

ARTICLE I

The name of the Corporation is RETROSPECT ASSETS, INC., a Florida corporation recommended by the Board of Directors to the Corporation's shareholders on June 1, 1998.

4. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, Overcharge Recovery Services, Inc. has caused these Articles of Amendment to be executed on this 1st day of June, 1998.

Overcharge Recovery Services, Inc.

By: Suzanne T. Zoller  
President