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Richard Viscasillas
8670 Bridle Path Court
Davie, Florida 33328-2813

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December 30, 1997 11/98--01043--007
*****70.00 *****35.00

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

**RE: ADVANCED PROFIT SYSTEMS, INC. -- CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT; AMENDMENT TO ARTICLES OF INCORPORATION**

Dear Sir or Madame:

Please find enclosed herewith the following for the referenced company:

- 1) Statement of Change of Registered Office and Registered Agent (the "Statement");
- 2) Articles of Amendment of Articles of Incorporation (the "Amendment"); and,
- 3) check for \$70.00 made payable to the Secretary of State for filing of the Statement and Amendment.

Kindly file the foregoing documents and provide us with written confirmation of same.

Thank you for your cooperation. Should you have any questions regarding this matter, please feel free to call me.

Sincerely,


Richard Viscasillas

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Amend.
01-16-98
CC

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF

ADVANCED PROFIT SYSTEMS, INC.

ADOPTED AS OF SEPTEMBER 30, 1997

The undersigned, being the sole Director of Advanced Profit Systems, Inc., a Florida corporation (the "Corporation"), does hereby amend the Articles of Incorporation for the Corporation and consent to the adoption of the following resolution:

RESOLVED, that John Ronald Lance shall resign from his position as the sole director of the Corporation and he shall be replaced by the following individual who is hereby elected to the Board of Directors of the Corporation, to serve until his successor is duly elected:

Name

Richard Viscasillas 7027 W. Broward Blvd., Suite 200,
Plantation, Florida 33317-2208

FURTHER RESOLVED, that the above action is authorized without shareholder action since no shares of the Corporation have been issued and, thus, the Corporation does not presently have any shareholders.

WHEREOF, the undersigned, being the sole Director of the Corporation, has executed this Articles of Amendment as of the date first above written.


Name: John Ronald Lance
Title: Sole Director

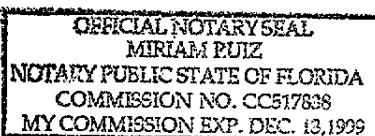
STATE OF FLORIDA

COUNTY OF BROWARD

I hereby certify that the foregoing instrument was acknowledged before me this 30th day of September by John Ronald Lance of Advanced Profit Systems, Inc., a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced driver's license as identification and did not take an oath.


NOTARY PUBLIC

My commission expires:



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SECRETARY OF CORPORATION
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DIVISION OF CORPORATION