P97000093568

Merchant Systems International 1109 N. Federal Hwy, #11 Hollywood, FL 33020

RE: Ammendment to Adv. Intl Mktg Sys

Florida State Division of Corporations Division of Corporations PO Box 6327 Tallahassee, F1 32314 Attention: AMMENDMENTS

To Whom It May Concern:

Enclosed are two copies of an amendment changing the directors of Advanced International Marketing Systems. Please make the necessary changes. Contact me at 954-925-9416 if there are any questions or problems.

Thank You,

James Estes Enclosures (2) 500002893985--3 -06/03/99--01058--002 *****35.00 *****

CONTRACTOR OF SO

Amend

V. SHEPARD JUN 22 1999



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

June 11, 1999

JAMES ESTES MERCHANT SYSTEMS INTERNATIONAL 1109 N. FEDERAL HWY. #11 HOLLYWOOD, FL 33020

SUBJECT: ADVANCED INTERNATIONAL MARKETING SYSTEMS, INC.

Ref. Number: P97000093568

We have received your document for ADVANCED INTERNATIONAL MARKETING SYSTEMS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be adopted in one of the following manners:

(1)If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a)A statement that the number of votes cast for the amendment by the

shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2)If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a)A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard Corporate Specialist

Letter Number: 499A00031644

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Advanced International Marketing Systems

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).

ARTICLE SEVEN:

REMOVE DIRECTORS

Kingsland Ward and Richard Gordon

ADD DIRECTORS

James W. Estes 1861 N. Federal Highway Suite 297 Hollywood, FL 33020

and

Rosemary Estes 1861 N. Federal Highway Suite 297 Hollywood, FL 33020 PILED PH 2: 59
SECRETARY OF STATE
SECRETARY OF STATE

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: May 27, 1999 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 27 day of May, 1999 EXPIRES NOV 11, 2001 SONDED THRU Signature (By the Chairman of Vice Chairman of the Board of Directors or the other officer if adopted by the shareholders), OR (By a director if adapted by the directors) OR (By an incorporators)

Kingsland Ward
Typed or printed name

President/Director
Title