

**THE
PYE LAW FIRM**
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June 16, 1999

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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-06/22/99-01066--001
*****35.00 *****35.00

Dear Sir:

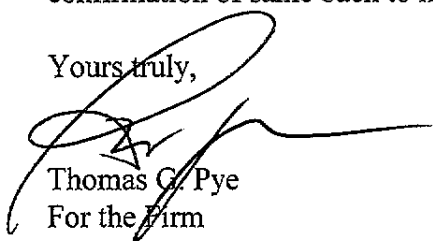
Please find enclosed:

Amendment to the Articles of Incorporation for the following business:

Associates Trust, Incorporated

As well as a check in the amount of \$ 35.00 Please file this amendment and forward confirmation of same back to my attention at the above address.

Yours truly,


Thomas G. Pye
For the Firm

Amend
6-25-99
GTS

FILED
99 JUN 22 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ASSOCIATES TRUST, INCORPORATED

FILED
99 JUN 22 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, ASSOCIATES TRUST, INCORPORATED, a Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

ARTICLE 5 - OFFICERS

The officers of the corporation are changed to be President, Secretary, Treasurer as Keith M. Thomas, at : 445 NW 32nd Court., Oakland Park, Florida 33309

ARTICLE 6 - DIRECTOR

The Director of the corporation is changed to be Keith M. Thomas, at the address of the corporation.

SECOND: Date of each amendments adoption is May 25, 1999

THIRD: Adoption of Amendments

The amendments were adopted in accordance with the By-Laws and Articles of the corporation by the director and shareholder of the corporation

Signed this May 25, 1999



Keith M. Thomas
President
Director
Shareholder

**RESOLUTION OF BOARD OF DIRECTORS
AND SHAREHOLDERS OF
ASSOCIATES TRUST, INCORPORATED**

WHEREAS, the Shareholders and Board of Associates Trust, Incorporated (hereinafter the company or the corporation) held a meeting; and

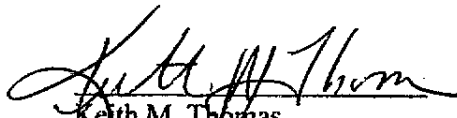
WHEREAS, James Craig Cutcliff was removed from the Board and as President and CEO of Associates Trust, Incorporated; and

WHEREAS, James Craig Cutcliff was responsible for the day to day operations of Associates Trust, Incorporated, and

WHEREAS, the company is desirous to officially and authoritatively appoint a successor to his position

IT IS NOW, THEREFORE, resolved that Keith M. Thomas shall:

1. Be President of Associates Trust, Incorporated .
2. Act as CEO of Associates Trust, Incorporated.
3. Manage and direct the day to day operations of Associates Trust, Incorporated.
4. Negotiate and enter into binding deals and contracts, as well as perform any and all duties associated with the licensing of the company with the proper licensing authorities for Associates Trust, Incorporated



Keith M. Thomas
Sole Shareholder
Board Member
Meeting Secretary

Dated: May 25, 1999

I certify that a true and correct copy of the minutes of the meeting adopting the forgoing resolution is attached hereto and made a part hereof, by the of Associates Trust, Incorporated, this first day of May 25, 1999.



Keith M. Thomas
Sole Shareholder
Board Member
Meeting Secretary