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LAW OFFICES
COVE & ASSOCIATES
A PROFESSIONAL ASSOCIATION

THE NATIONSBANK BUILDING
3801 HOLLYWOOD BOULEVARD, SUITE 100
HOLLYWOOD, FLORIDA 33021

ANDREW N. COVE
SUZANNE WEISS

Of Counsel
ROBERT M. WORMAN

FILED
99 FEB 22 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 17, 1999

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

700002783687--6
-02/22/99--01148--006
*****35.00 *****35.00

Re: American Prepaid Distribution Corporation
Our File No.: 97-0244

Dear Sir/Madam:

Enclosed please find the Amendment to Articles of Incorporation of American Prepaid Distribution Corporation and check # 1479 in the amount of \$35.00.

Should you have any further questions or comments regarding the foregoing, please do not hesitate to contact me.

Very truly yours,


SUZANNE WEISS

Amend

VS FEB 25 1999

ARTICLES OF AMENDMENT

AMERICAN PREPAID DISTRIBUTION CORPORATION

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

1. Article VIII is hereby amended to read as follows:

This corporation shall have two (2) directors. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one.

The name and address of the directors are:

JOEL M. SANTUCCI
12250 Biscayne Boulevard
Suite 703
North Miami, FL 33181

GREGORY S. VICK
12250 Biscayne Boulevard
Suite 703
North Miami, FL 33181

2. The foregoing amendment was adopted on February 4th, 1999.

3. The number of votes cast for the amendment by the shareholders was sufficient for approval.

4. Article IX is hereby amended to read as follows:

The name and address of the officers of the corporation are:

JOEL M. SANTUCCI-President
12250 Biscayne Boulevard
Suite 703
North Miami, Florida 33181

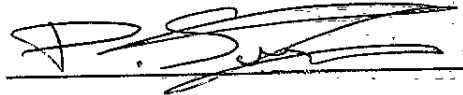
GREGORY S. VICK-Vice-President
12250 Biscayne Boulevard
Suite 703
North Miami, FL 33181

5. The foregoing amendment was adopted on February 4th, 1999.

6. The number of votes cast for the amendment by the shareholders was sufficient for approval.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Amendment
this 10th day of Feb., 1999.

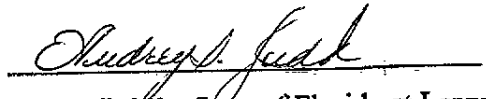


DANIEL SUSTER
President

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 10th day of Feb.,
1999, by Daniel Suster, of American Prepaid Distribution Corporation, a Florida corporation, on
behalf of the corporation.



Notary Public, State of Florida at Large

My Commission Expires:

