000013258

THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 072100000032

REFERENCE :

802851 4372512

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE: April 30, 1998

ORDER TIME : 3:14 PM

ORDER NO. : 802851-005

100002562101--1

CUSTOMER NO: 4372512

CUSTOMER: Gregg E. Jaclin, Esq Richard I. Anslow, Esq. Freehold Office Plaza 4255 Route 9 Suite D Freehold, NJ 07728

DOMESTIC AMENDMENT FILING

NAME: JOSEPH ANTHONY & COMPANY, INC.

EFFICTIVE DATE:

W98000014297

XX ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE 52

Sandra B. Mortham

Secretary of State N OF CORPORATION

June 22, 1998

CSC JANNA TALLAHASSEE, FL

SUBJECT: JOSEPH ANTHONY & COMPANY, INC.

Ref. Number: P98000013258

We have received your document for JOSEPH ANTHONY & COMPANY, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The use of the abbreviation "LTD." is not allowed in the name of a corporation, you may however use the word "LIMITED" in your corporate name.

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) 487-6957.

Joy Moon-French Corporate Specialist

Letter Number: 898A00034336

RESUBMIT

Please give original submission date as file date.



June 17, 1998

CSC JANNA TALLAHASSEE, FL

SUBJECT: JOSEPH ANTHONY & COMPANY, INC.

Ref. Number: P98000013258

We have received your document for JOSEPH ANTHONY & COMPANY, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

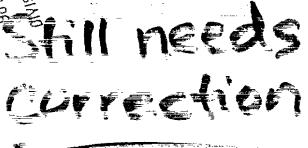
The use of the abbreviation "LTD." in addition to a corporate suffix is not sufficient to distinguish this corporation from an existing entity.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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

15 you have any questions concerning the filing of your document, please call (850) 287-6957.

Joy Moon-French Comorate Specialist Letter Murager: 998A00033636 Submission date as file date.



RESUBINITA

Please give original

Please give as file date

submission date as file date

FILED

98 JUN 16 PH 4:08

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLES OF AMENDMENT

TO

Pursuant to the provision of Chapter 607, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is:

JOSEPH ANTHONY & COMPANY, INC.

SECOND: The following amendment(s) to the articles of incorporation was (were) adopted by the corporation:

Article 1: The name of the corporation is:

American CENTRAL HOLDINGS Limited, Inc.

Article 6: The name and address of the director is changed from Anthony Varbero, 20 North Orange Avenue, Suite 1400, Orlando, FL 32801 to:

Victor DiChiara, 621 N.W. 53rd Street, Suite 240, Boca Raton, Florida 33487

THIRD: The amendment(s) was (were) adopted by the Board of Directors on the -//// day of June, 1999.

Dated: /-/The amendment(s) was approved by the shareholders. The number of votes cast for the amendment(s) was sufficient for approval.

President or Vice President Victor DiChiara, President

Notary Publicative of New York

No. 43-4881938

Commission Expires March 23, 19

STATE OF RECEIVED

Before me, the undersigned authority, personally appeared Victor Dichima, to me well known to be the person(s) who executed the foregoing articles of amendment to the articles of incorporation and acknowledged before me, according to law, that he/she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

Dieplonee & Chastase Notary Public