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FILED
98 APR 27 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LEGAL ASSISTANTS
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LINDA FOUCHER
SHEILA CUSICK

April 13, 1998

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

RE: FIRST AMENDMENT TO
ARTICLES OF INCORPORATION OF
DIRECT BANK CARD PROCESSING, INC.

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-04/27/98--01137--011
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed is this office's check in the sum of \$35.00, the filing fee for Articles of Amendment to the above referenced corporation along with the original and a copy of the Articles of Amendment. Please file the Amendment and return a file stamped copy to our attention in the enclosed envelope.

Thank you for your assistance. If you have any questions, please contact our office.

Very truly yours,

STEVEN SERLE, P.A.

BY:


Andrew Merlo, Esquire

Amend.

AM/lf
Enclosures

VS MAY 4 1998

FIRST AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
DIRECT BANK CARD PROCESSING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

The undersigned as incorporator of Direct Bank Card Processing, Inc., a Florida corporation, incorporated on March 17, 1998, hereby adopts the following Amendment to the Articles of Incorporation.

ARTICLE II - PRINCIPAL OFFICE shall be deleted in its entirety and the following ARTICLE II shall be substituted in its place:

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

7730 Cedro Court
Lake Worth, FL 33467

ARTICLE VII - INITIAL BOARD OF DIRECTORS shall be deleted in its entirety and the following ARTICLE VII shall be substituted in its place:

ARTICLE VII - INITIAL BOARD OF DIRECTORS

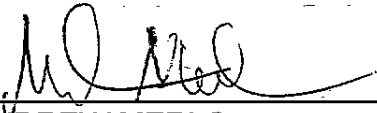
This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and address of the director of this corporation are:

Thomas J. Cathcart
7730 Cedro Court
Lake Worth, FL 33467

This First Amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Andrew Merlo, Esquire, 2101 Corporate Blvd., NW, Suite 325, Boca Raton, FL 33431
Telephone: 561-989-0202, Florida Bar No. 0043801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Amendment, this 13th day of April, 1998.



ANDREW MERLO
Incorporator