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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

July 14, 1998

Division of Corporations
ATTN: Amendment Department
P.O. Box 6327
Tallahassee, FL 32714

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-07/17/98-01069-019
*****35.00 *****35.00

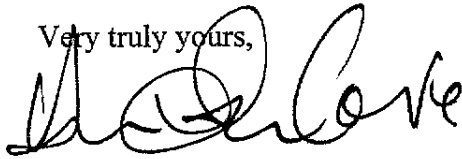
RE: Articles of Amendment to Articles of Incorporation for
Card Mart of America, Inc.
Our File No. 98-0196

To Whom it May Concern:

Enclosed, please find a check in the amount of \$ 35.00 and the applicable form needed in order to amend the Articles of Incorporation for Card Mart of America, Inc.

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

Very truly yours,



ANDREW N. COVE

VS JUL 21 1998

Amend

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CARD MART OF AMERICA, INC.

FILED
98 JUL 17 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

The following amendment was adopted by the shareholders on the 13th day of July, 1998 and the number of votes cast for the amendment was sufficient for approval (the statement required by Florida Statute 607.0501 is attached hereto):

The following individuals were elected as Officers and/or Directors:

President and Director: Brian A. Wise
Vice President: Barry Steven Goodman
Secretary/Treasurer and Director: David W. Southwell

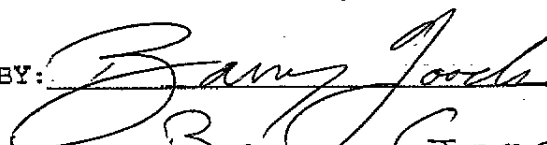
Phyliss Ullman no longer holds any position in the Corporation.

Frank X. Goodman no longer holds any position in the Corporation.

Signed this 14th day of July, 1998.

Card Mart of America, Inc.

BY:


Barry Goodman
PRINT NAME

Vice President