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June 16, 1998

Department of State
Amendment Section
Divisions of Corporations
Post Office Box 6327
Tallahassee, FL 32314

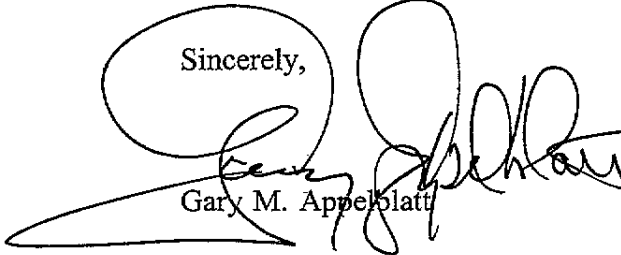
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*****35.00 *****35.00

RE: Southeast Corporate Services, Inc.

Dear Sir or Madam:

Enclosed please find an original and two (2) copies of Amended Articles of Incorporation for the above-named corporation, along with my check, the amount left blank and not to exceed \$100.00. The original Articles should have read 25 million shares as opposed to 5 million shares. When filed, please return the copies in the enclosed envelope. Thank you.

Sincerely,


Gary M. Appelblatt

GMA/ld
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 PM 4:01

Amend
38 6/18/98

RECEIVED
JUN 18 AM 8:24
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOUTHEAST CORPORATE SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 18 PM 4:01

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

FIRST: Amendment adopted:

Article III shall be amended in its entirety to read as follows:

The Corporation is authorized to issue two class of shares, designated respectfully "Common Stock" and "Preferred". Twenty-Five million (25,000,000) shares of Common Stock may be issued with no par value. One million (1,000,000) shares of Preferred Stock may be issued. The Common Stock has voting rights. The Preferred Stock has no voting rights.

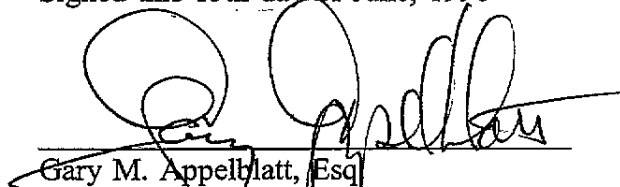
(a) The Preferred Stock is entitled to receive dividends on a noncumulative basis at the rate of up to One Dollar (\$1.00) per share, as and when declared by the board of directors out of funds legally available therefor. No dividends or other distributions may be made for the Common Stock during any fiscal year of the corporation until dividends on the Preferred Stock during that fiscal year have been declared and paid, or set apart for payment.

SECOND: There are at present, no issued shares.

THIRD: The date for the above amendment's adoption is June 15, 1998.

FOURTH: Adoption of Amendment. The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 15th day of June, 1998



Gary M. Appelblatt, Esq.
Incorporator