

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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First Financial Services,
Inc.

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- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ☒ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ☒ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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Signature

Requested by: Cher

Name

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**ARTICLES OF AMENDMENT TO
FIRST FINANCIAL SERVICES M&A INC.**

THE UNDERSIGNED, being the president of be First Financial Services M&A, Inc., does hereby amend its Articles of Incorporation as follows:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation shall be First Financial Services M&A Inc.

**ARTICLE II
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV
SHARES**

The capital stock of this corporation shall consist of 20,100,000 shares of common stock, no par value. The common stock shall be divided into two classes, Class A Common Shares and Class B common Shares. There shall be 20,000,000 shares of Class A Common Stock and 100,000 shares of Class B Common Stock. The rights of the Class B Common Stock shall be as follows:

1. Creation of Class B Common Stock. There is hereby created a Class B Common Stock consisting of 100,000 shares and designated as the Class B Common Stock, no par value, having the voting powers, preferences, relative, participating, limitations, qualifications optional and other special rights and the qualifications, limitations and restrictions thereof that are set forth below.
2. Dividend Provisions. No dividends shall be paid with respect to the Shares of Class B Common Stock.
3. Redemption Provisions. The Class B Common Stock are not redeemable into Class A Common Stock.
4. Liquidation Provisions. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the Class B Common Stock not shall be entitled to any liquidation rights.
5. Conversion Provisions. Shares of Class B Common Stock shall have no

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conversion rights.

6. Voting Provisions. Each share of Class B Common Stock shall be entitled to 100 votes per share.

ARTICLE V PLACE OF BUSINESS

The address of the principal place of business of this corporation in the State of Florida shall be 16600 S.W. 117th Avenue, Miami, FL 33157. The Board of Directors may at any time and from time to time move the principal office of this corporation.

ARTICLE VI DIRECTORS AND OFFICERS

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

ARTICLE VIII AMENDMENT OF BYLAWS

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

ARTICLE IX SHAREHOLDERS

9.1. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative

of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

ARTICLE X LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XI CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on July 6, 1998 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this

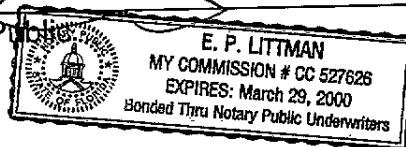
Amendment to Articles of Incorporation this on July 6, 1998.

Xenophon J. Pateras
Xenophon J. Pateras, President

The foregoing instrument was acknowledged before me on July 6, 1998, by Xenophon J. Pateras, who is personally known to me.

My commission expires:

Notary Public



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