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BASIC AMENDMENT

MILLENNIUM FINANCIAL SERVICES INTERNATIONAL, INC.

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Amendment
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 22, 1999

MILLENNIUM FINANCIAL SERVICES INTERNATIONAL, INC.
10390 USA TODAY WAY
MIRAMAR, FL 33025

SUBJECT: MILLENNIUM FINANCIAL SERVICES INTERNATIONAL, INC.
REF: P98000051552

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000026345
Letter Number: 399A00051035



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 20, 1999

MILLENNIUM FINANCIAL SERVICES INTERNATIONAL, INC.
10390 USA TODAY WAY
MIRAMAR, FL 33025

SUBJECT: MILLENNIUM FINANCIAL SERVICES INTERNATIONAL, INC.
REF: P98000051552

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The language stated in the ADOPTION OF AMENDMENTS is incorrect. The amendment cannot be adopted by the sole shareholder and then the amendment state that shares have not be issued and no shareholder action was required to file amendment. The amendment may be adopted by the incorporator, director and shareholder with an officer or chairman of the Board of Directors signing the amendment.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E99000026345
Letter Number: 299A00050554

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

MILLENNIUM FINANCIAL SERVICES INTERNATIONAL, INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, originally filed June 5, 1998, #P98000051552,

ARTICLE I. NAME

FIRST: [SAME] The name of the corporation is MILLENNIUM FINANCIAL SERVICES INTERNATIONAL, INC.,

ARTICLE II. TERM OF EXISTENCE

SECOND:[AMENDED] This corporation is to exist perpetually.

ARTICLE III. NATURE OF BUSINESS

THIRD: [AMENDED] This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

FOURTH:[AMENDED] The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of common stock having \$.001 par value per share and 10,000,000 shares of preferred stock having \$.001 par value per share.

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ARTICLE V. Preemptive Rights Granted

FIFTH: [DELETED]

ARTICLE VI. ADDRESS

SIXTH: [SAME AS ORIGINAL ARTICLE]

ARTICLE VII. PRINCIPAL OFFICE

SEVENTH:[SAME AS ORIGINAL ARTICLE]

ARTICLE VIII. DIRECTORS

EIGHTH:[SAME AS ORIGINAL ARTICLE]

ARTICLE IX. INCORPORATOR

NINTH: [SAME AS ORIGINAL ARTICLE]

ARTICLE X. INDEMNIFICATION

TENTH: [AMENDED] The Corporation shall indemnify its Officers, Directors,
Employees and Agents in accordance with the following:.

ELEVENTH: [ADDED](a) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was otherwise serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct to be unlawful. The termination of any action, suit or proceeding, by judgment,

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order, settlement, conviction upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe the action was unlawful.

TWELFTH: [ADDED]

(b) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation, to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to whether such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

THIRTEENTH: [ADDED] (c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Sections (a) and (b) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

FOURTEENTH: [ADDED] (d) Any indemnification under Section (a) or (b) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the officer, director, employee or agent is proper under the circumstances, because he has met the applicable standard of conduct set forth in Section (a) or (b) of this Article. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if

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such quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the affirmative vote of the holders of a majority of the shares of stock entitled to vote and represented at a meeting called for that purpose.

FIFTEENTH:[ADDED] (e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in Section (d) of this Article, upon receipt of an understanding by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

SIXTEENTH:[ADDED] (f) The Board of Directors may exercise the Corporation's power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this Article.

SEVENTEENTH:[ADDED](g) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Amended Articles of Incorporation, the Bylaws, agreements, vote of the shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such a person.

ARTICLE XI. ADOPTION OF CONTRACTS & REIMBURSEMENT FOR EXPENSES:

EIGHTEENTH:[SAME AS ORIGINAL ARTICLE]

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ARTICLE XII. RIGHT TO AMEND ARTICLES OF INCORPORATION

NINETEENTH:[SAME AS ORIGINAL ARTICLE]

ARTICLE XIII. CONFLICT OF INTEREST

TWENTIETH:[ADDED] Any related party contract or transaction must be authorized, approved or ratified at a meeting of the Board of Directors by sufficient vote thereon by directors not interested therein or the transaction must be fair and reasonable to the Corporation.

Article XIV. Law Applicable to Control-Share Voting Rights.

TWENTY-FIRST:[ADDED] The provisions set forth in Fl. Stat. 607.0902 do not apply to control-share acquisitions of shares of the Corporation.

ADOPTION OF AMENDMENTS:

These amendments were adopted by the SOLE DIRECTOR, SOLE SHAREHOLDER & INCORPORATOR OF THE CORPORATION on the 15th day of December, 1998.

Signed this 18th day of October, 1999.

BY:


JULIUS V. JACKSON, JR. President

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