

P98000059307

AMERICAN FINANCIAL RESOURCES, INC.

5945 N. Washington Blvd  
Sarasota, FL 34243  
(941) 358-1910

November 17, 1998

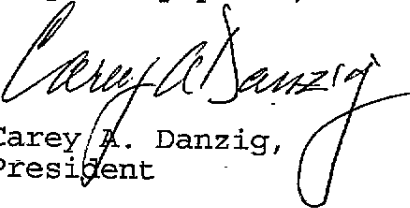
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Subject: Amendment of Articles of Incorporation  
American Financial Resources, Inc.  
5945 N. Washington Blvd.  
Sarasota, Florida 34243

Dear Division of Corporations:

Enclosed please find our check for recording enclosed amendment to  
our articles.

Very truly yours,

  
Carey A. Danzig,  
President

500002698035--4  
-11/30/98-01127-002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
99 APR 13 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

4/13/99

Sp



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 14, 1998

CAREY A. DANZIG  
AMERICAN FINANCIAL RESOURCES, INC.  
5945 N. WASHINGTON BLVD.  
SARASOTA, FL 34243

SUBJECT: AMERICAN FINANCIAL RESOURCES, INC.  
Ref. Number: P98000059307

We have received your document for AMERICAN FINANCIAL RESOURCES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call

(850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 498A00058776

**SIMON ROSIN  
ATTORNEY AT LAW**

5945 N. WASHINGTON BLVD.  
SARASOTA, FLORIDA 34243  
(941) 355-8876

3/23/99

Katherine Harris  
Secretary of State  
Post Office Box 6327  
Tallahassee, FL 32314

Subject: Amendment of Articles of Incorporation  
American Financial Resources  
5945 N. Washington Blvd.  
Sarasota, Florida 34243

Dear Madame Secretary:

I represent the above named corporation and previously mailed your corporate division a \$35.00 check which was cashed as evidenced by enclosed copy of the front and back of such check.

The check was to record and file the following which were mailed to your corporation division:

1. Amendment of Articles of Incorporation of American Financial Resources, Inc.; and
2. front and back of signed check number 7388 in the amount of \$35.00, to Division of Corporation, from American Financial Resources.

Nicholas Capuano and Simon Rosin were erroneously mentioned in the documents filed by AmeriLawyer. One of your female staff told Mr. Capuano that nothing could be filed to clear up the misinformation until the annual corporate report was filed. I do not understand because the current "1999 Profit Corporation Annual Report Packet" from your office states that "IMPORTANT NOTICE: ...filed by this office on or before May 1, 1999." QUESTION: Where does your office have legislative authority to refuse to take a filing if a corporation is still active and has not been dissolved?

Katherine Harris

3/23/99

Page Two

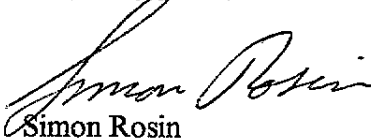
I do not understand why your corporate division would demand payment of the annual filing fee prior to filing the above.

Lastly, I told your secretary last week that I received a certificate from your office in an envelope mailed in March 1999 and containing the name of your predecessor. I voted for you. I didn't vote for your predecessor. I told your secretary that I appreciated the fact that you were saving us tax payers money rather than throw out the old envelopes.

I repeat the suggestion that I gave your secretary, and that is, give your mail room staff self-inking rubber stamps to strike out her name (this way the public can see your conservation in saving the tax payer money) and replacing her name with yours.

May I also suggest that you give serious consideration to running for Connie Mack's seat?

Very truly yours,

A handwritten signature in cursive script, appearing to read "Simon Rosin".

Simon Rosin

SR/hsr

**SIMON ROSIN  
ATTORNEY AT LAW**

5945 N. WASHINGTON BLVD.  
SARASOTA, FLORIDA 34243  
(941) 355-8876

April 4, 1999

Susan Payne  
Senior Section Administrator  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Subject: American Financial Resources, Inc.  
Ref. Number P98000059307  
Letter Number 599A00015409

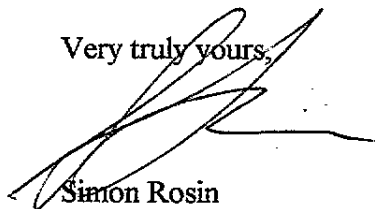
Dear Ms. Payne:

Thank you for your telephone kindness and letter re the above. I have read and reread the statute, your letter, and your form. I know the facts and circumstances thus the enclosed Amendments read the truth as I know it. I cannot sign anything other than what I have signed. I am not asking for a delayed filing date only a retroactive date to speak and read the truth. I find no case law no statutory prohibition in F.S. 607.0120 re a retroactive amendment nor one that speaks and reads the truth.

I assume that another \$35 fee is not required because your department kept the original check and did not file the amendment.

Please review and advise.

Very truly yours,



Simon Rosin

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF  
AMERICAN FINANCIAL RESOURCES, INC.

FIRST: Discussion was had concerning the erroneous information contained in Article 6 of the Articles of Incorporation ordered over the telephone by Carey A. Danzig during a telephone discussion with Elsie Sanchez of AmeriLawyer. Elsie Sanchez erroneously prepared and filed Articles of Incorporation of the Corporation which erroneously identified Nicholas P. Capuano and Simon Rosin as Directors in such Articles. Neither Mr. Capuano nor Mr. Rosin signed the Articles of Incorporation nor signed any document consenting to being named as to any office nor directorship..

SECOND:

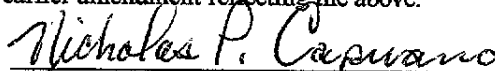
RESOLVED: The Articles of Incorporation of American Financial Resources, Inc., are hereby amended retroactively to July 6, 1999 to correctly read that the initial Director(s) of this Corporation shall be Carey A. Danzig of 5945 N. Washington Boulevard, Sarasota, Florida 34243 and that AmeriLawyer was wrong when it caused Articles of Incorporation of American Financial Resources, Inc. to be filed with the Division of Corporations of the Florida Department of State naming Nicholas P. Capuano and Simon Rosin as Directors of the Corporation and Nicholas P. Capuano as President of the Corporation.

THIRD:

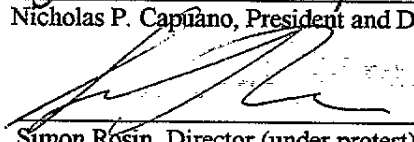
RESOLVED: That the Corporation request that Nicholas P. Capuano sign this Amendment because there is no elected nor appointed Vice President of this Corporation

FOURTH: RESOLVED: An examination of the Bylaws of the Corporation prepared by AmeriLawyer do not require shareholder approval for the resignation of a director or officer nor amendment of the articles of incorporation..

Nicholas P. Capuano and Simon Rosin (expressly denying directorship and corporate office) are signing hereon on the date of adoption hereof on April 6, 1999 with the intent that such be retroactive to July 6, 1999 and that they protest the actions of AmeriLawyer is naming them as described above and that they are only signing hereon because of the refusal of the Division of Corporations of the Florida Department of State to accept for filing an earlier amendment reflecting the above.



Nicholas P. Capuano, President and Director (under protest)



Simon Rosin, Director (under protest)

FILED  
99 APR 13 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA