9/10/98

(((H98000016859 4)))

DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4000

FROM: FAS-T CORP. AGENTS. INC.

071001002335 ACCT#:

FERNANDEZ CONTACT: LIDIA

FAX #: (305)716-0346

PHONE: (305)599-0839

NAME: PREPAID SOLUTIONS GROUP CORP.

AUDIT NUMBER...... H98000016859 DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

PAGES....

FAX

CERT. COPIES.....0

DEL.METHOD.. EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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ARTICLES OF AMENDMENT ARTICLES OF INCORPORATION

	PREPAID	SOLUTIONS	GROUP	CORF.	
······································					
		(present na	ne)		

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Articles V:

The names and addresses of the officers and directors are:

President: Alberto Ferreiras

40% of the shares 291 Bal Bay Dr.

Bal Harbor, Fl 33154

V/President: David M. Siegel

19380 Collins Ave # 1609 B 40% of the shares

Miami Beach, Fl 33160

Secretary: Anthony Cincotta

7771 Villa Nova Dr. 20% of the shares

Boca Raton, FL 33433

If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Prepared by: Alberto Ferreiras 291 Bal Bax Dr. Bal Harbor, F1 33154 (305) 864~4616

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THIRD:	The date of each amendment's adoption: 09/10/98
FOURTI	L: Adoption of Amendment(s) (CHECK ONE)
x	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
C	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	The number of votes cast for the amendment(s) was/were sufficient for approval by
	voting group
C	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
ξ	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature	Signed this 16th day of September 1998
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	T
	Alberto Ferreiras
	Typed or printed name
	President
	Title