

MAS

P98000083499

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Suite 502  
Coral Springs, Florida 33071  
(954) 346-7288 N. Broward  
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DECEMBER 15, 1998

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FL 32314

400002717894--2  
-12/21/98-01112--003  
\*\*\*\*\*35.00\*\*\*\*\*35.00

RE: ONLINE CREDIT CLEARING, CORP.  
CHARTER #P980000083499/ARTICLES OF AMENDMENT

ENCLOSED FIND CHECKS FOR (1) \$35.00 FOR FILING FEE FOR ABOVE  
COMPANY.

MAIL ALL DOCUMENTS TO THE ABOVE ADDRESS.

IF YOU HAVE ANY QUESTIONS DO NOT HESITATE TO CALL.

THANK YOU,

*Lissette Mawby*  
LISSETTE MAWBY  
enc.

FILED  
98 DEC 21 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend.*  
*1-4-99*  
*CC*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION

ONLINE CREDIT CLEARING, CORP.

(present name)

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

P98000083499

ARTICLE VIII.

BOARD OF DIRECTORS

SEE ATTACHED "EXHIBIT A"

**SECOND:** 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:

**THIRD:** The date of each amendment's adoption: 12-15-98

**FOURTH:** Adoption of Amendment(s) (check one)

\_\_\_\_\_ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

\_\_\_\_\_ The amendment(s) was/were adopted by the board the board of directors without shareholder action was not required.

XX \_\_\_\_\_ The amendment(s) was/were approved by the shareholders.  
\_\_\_\_\_ The number of votes cast for the amendment(s) was/were sufficient for approval.

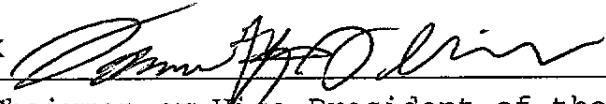
\_\_\_\_\_ The amendment(s) was/were approved by the shareholders through voting groups.

(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)

FILED  
98 DEC 21 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed this 15th day of December, 1998.

By <sup>X</sup>   
(Chairman or Vice President of the Board of  
directors, President or other officer if adopted  
by the shareholders)

(A director or incorporator if adopted by the  
directors or incorporators)

Sami Slim

(Typed or printed name)

President

(Title)

EXHIBIT "A"

Charter P98000083499

ARTICLE VIII. Board of Directors.

The corporation shall have (5) director (s). The number of Directors may be either increased or diminish from time to time by the by-laws but never be less than one. The name and address of the new Directors of this corporation

are:

Sami Slim/Brendan Battles/ Rocco Jacobazzi  
Alexander Berte/Ray Lequerique  
210 University Drive #500  
Coral Springs, FL 33071

ARTICLE IX. Officers. The officers of the Corporation will be Sami Slim, President/ Brendan Battles, Sr. Vice President/ Alexander Berte and Ray Lequerique, Vice President of Sales and Marketing, and Rocco Jacobazzi, Secretary.