

Anthony D. George, Jr., P.A.

Attorney at Law

Susan Z. Kaye

Associate

759 S. Federal Highway
Suite 219
Stuart, Florida 34994

Off: (561) 286-2200
Fax: (561) 286-6072

P98000108414

October 1, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100003014801--8
-10/14/99--01088--004
*****52.50 *****52.50

RE: Leonard Trust, Inc.
Document No. P98000108414

I enclose the following documents with regard to the above-mentioned Corporation:

- Amendment to Articles of Incorporation
- Check No. 2800 for \$52.50 to cover the costs

Please file the necessary document with the Division of Corporations, and return 1 certified copy of the Amendment to Articles of Incorporation and 1 Certificate of Status to the Law Office of Anthony D. George, P.A. A stamped self-addressed envelope is enclosed for your convenience.

If you have any questions, do not hesitate to contact me.

Sincerely,

Susan Z. Kaye

Susan Z. Kaye

99 OCT 14 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SZK/pas

Enclosures

cc: Gerard Leonard
John Leonard
Kevin Leonard
Maureen Rosario
Vincent Leonard, Jr.

P98000108414
208
10-14-99
*let Corp
*let Corp

FIRST AMENDMENT TO ARTICLES OF INCORPORATION
OF
LEONARD TRUST, INC.


The undersigned Board of Directors of Leonard Trust, Inc. held a special meeting on Oct 2, 1999 and voted to amend the Articles of Incorporation of Leonard Trust, Inc. dated December 31, 1998. The Shareholders of Leonard Trust, Inc. held a special meeting on Oct 2, 1999 and voted to ratify the amendment to the Articles of Incorporation of Leonard Trust, Inc. dated December 31, 1998.


Leonard Trust, Inc. adds:

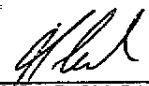
ARTICLE VII:

Leonard Trust, Inc. is authorized to redeem or convert to a fixed income security all or any part of the outstanding shares of voting stock of such member corporation owned by any person required to be approved by the American Stock Exchange, Inc. as a member or approved person who fails or ceases to be so approved as may be necessary to reduce such party's ownership of voting stock in the member corporation below that level which enables each party to exercise controlling influence over the management or policies of such member corporation.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Articles of Incorporation on this 2 day of October, 1999.

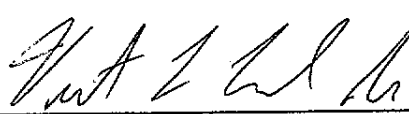

GERARD LEONARD
President of Leonard Trust, Inc.


KEVIN LEONARD
Treasurer of Leonard Trust, Inc.


JOHN LEONARD
Vice President of Leonard Trust, Inc.


MAUREEN ROSARIO
Secretary of Leonard Trust, Inc.

(corporate seal)


VINCENT LOUIS LEONARD, JR.
Shareholder of Leonard Trust, Inc.

FILED
OCT 15 1999
CLERK OF DISTRICT COURT
STATE OF FLORIDA