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June 4, 1999

Division of Corporations
George Firestone Building
Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION**, along with a check in the amount of \$43.75 for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the Articles of Amendment to Articles of Incorporation for the following entity:

SCORECARD USA, INC.

Document Number: P99000045658

Please call Ann Cotroneo at 222-7717, when the document is ready.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

KBP/amc
Enclosures
GHRCORP/GHR.117
Peck/135400-1

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99 JUN -4 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 JUN -4 AM 11:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amend
38
6/4/99

FILED

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
SCORECARD USA, INC.

99 JUN -4 PM 2: 16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting in his capacity as a Director and President of Scorecard USA, Inc. (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Articles of Amendment to the Articles of Incorporation, as adopted by the unanimous written consent of the Board of Directors of the Corporation on MAY 27, 1999 and the unanimous written consent of the shareholders of the Corporation on MAY 27, 1999.

These Articles of Amendment increase the authorized shares and establish the rights and preferences of the Preferred Stock of the Corporation.

ARTICLE I - NAME

The name of this corporation is Scorecard USA, Inc.

ARTICLE II - AMENDMENT

Article V of the Articles of Incorporation is amended in its entirety to read as follows:

ARTICLE V - CAPITAL STOCK

5.1 Common Stock. The aggregate number of shares of common stock which the corporation shall have authority to issue is 5,000,000, with par value of \$0.01 per share.

5.2 Preferred Stock. The aggregate number of shares of Preferred Stock which the corporation shall have authority to issue is 1,000,000, with par value of \$0.01 per share, upon such terms and conditions, including dividend preferences and conversion privileges as may be authorized by the Board of Directors of the Corporation. Of the authorized shares of Preferred Stock, 500,000 shares are hereby designated "Series A Convertible Preferred Stock" with the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article V. The balance of the shares of authorized Preferred Stock may be divided into such number of series as the Board of Directors may determine. The Board of Directors is authorized to determine and alter the rights, preferences, privileges and restrictions granted to and imposed upon any wholly unissued series of Preferred Stock, including a preference with respect to any other series of Preferred Stock, and to fix the number of shares and designation of any such series of Preferred Stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the

number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series.

The rights, preferences, privileges, restrictions and other matter relating to the Series A Convertible Preferred Stock, (the "Series A Stock") are as follows:

(a) Dividends; Antidilution.

(i) Dividends. The holders of the outstanding Series A Stock shall be entitled to receive in any fiscal year, only when and as declared by the Board of Directors, out of any assets at the time legally available therefor, dividends in cash before any dividend of equal or lesser amount is paid on the Common Stock for such fiscal year. All dividends shall be non-cumulative, shall be at least equal to any dividends paid on the Common Stock, and shall be payable only when and if declared by the Board of Directors.

(ii) Antidilution. If, whenever shares of Series A Stock, which are convertible into shares of Common Stock, are outstanding, the Corporation increases the number of shares of Common Stock outstanding in connection with a dividend or other distribution payable in Common Stock, or shall subdivide its Common Stock into a greater number of shares of Common Stock, or shall combine its Common Stock into a smaller number of shares of Common Stock, appropriate adjustment shall be made in the conversion rate so as to make each share of such Series A Stock convertible into the same proportionate amount of Common Stock as it would have been convertible into in the absence of such dividend, subdivision or combination.

(b) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary or other event defined herein to constitute a liquidation (a "Liquidation"), the holders of the Series A Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, an amount equal to \$1.00 per share of Series A Stock (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares) plus an amount equal to all declared but unpaid dividends, if any (as to each series, the "Preferred Amount"). If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Stock shall be insufficient to permit the payment of such holders of the full Preferred Amount, then the entire assets and funds of the Corporation legally available for distribution shall be divided between the shares on a pro rata basis. A consolidation or merger of the Corporation with or into any other corporation or corporations, other corporate reorganization in which the Corporation is not the surviving entity (unless the shareholders of the Corporation hold more than 50% of the voting power of the surviving corporation), or a sale of all or substantially all of the assets of the Corporation (unless the shareholders

of the Corporation hold more than 50% of the voting power of the purchasing entity), shall be deemed to be a Liquidation.

Payments made to the holders of the Series A Stock pursuant to this Section shall be made in cash; provided, that in the event of any reorganization, merger or other business combination which is desired to be treated by the Board of Directors as a "pooling of interests" for accounting purposes under Accounting Principles Board Opinion No. 16, each holder of Series A Stock shall receive payments in the same form of consideration as is payable with respect to the common stock. If allowed under such Accounting Principles Board Opinion, such consideration shall be reallocated among the holders of the Series A Stock in a manner to give economic effect to the intent and purpose of this Section.

(c) Voting Rights.

(i) Generally. The holders of each share of Series A Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series A Stock could then be converted and shall have voting rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein or as required by law, voting together with the Common Stock as a single class) and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(ii) Election of Directors. The authorized number of members of the Board of Directors of the Corporation shall be as set forth in the Bylaws of the Corporation. So long as at least 300,000 shares of Series A Stock remain outstanding, the holders of the Series A Stock then issued and outstanding, voting together as one class, shall have the right to elect one member of the Board of Directors at each election of directors.

(iii) Removal of Directors; Vacancies. The director who shall have been elected by the holders of the Series A Stock (as set forth above) may be removed during such director's term of office, either with or without cause, by, and only by, the affirmative vote of the holders of a majority of the shares of Series A Stock, given at a meeting of such shareholders duly called or by an action by written consent for such purpose and any such vacancy thereby created may be filled by the vote of the holders of a majority of the shares of Series A Stock represented at such meeting or in such consent.

(d) Conversion. The holders of Series A Stock shall have conversion rights as follows (the "Conversion Rights"):

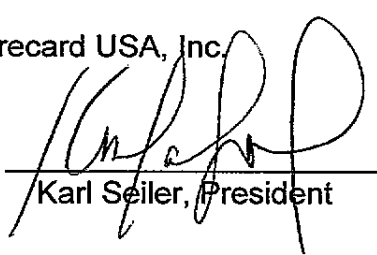
(i) Right to Convert. Each share of Series A Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and nonassessable Common Stock, subject to the proportionate adjustments set forth in Section 5.2(a)(ii).

(ii) Automatic Conversion. Each share of Series A Stock shall automatically be converted into one share of Common Stock, subject to the proportionate adjustments set forth in Section 5.2(a)(ii), immediately upon the closing of the sale of the Corporation's Common Stock in a public offering of Common Stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 27 day of May, 1999.

Scorecard USA, Inc.

By: _____


Karl Seiler, President