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May 31, 2000

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Secretary of State
State of Florida
Division of Corporations - Amendment Unit
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Amendment to Articles of Incorporation of VitalTrust.com, Corp. Please process this amendment and return a copy marked "filed" to me for our records. I have enclosed a Federal Express Airbill for this purpose. Also enclosed is a check in the amount of \$35.00 for the processing fees.

According to your telephone representative, this processing will take no more than three business days. Since, as usual, time is of the essence, I appreciate your prompt attention to this matter. Please contact me directly if you need any additional information.

Sincerely,

Kathleen S. Gutierrez

Enclosures

FILED
00 JUN 20 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/20/00
OK to
change name
correct of corp.

Amend
space
6/20/00

voice: 813-882-6567 fax: 813-882-8704 north park business mall 6800 north dale mabry, suite 100, tampa, fl 33614

www.americanenterprise.com

FILED

VITALTRUST.COM, CORP.

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ARTICLES OF AMENDMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, **VITAL TRUST.COM, CORP.**, a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation, which were originally filed with the Secretary of State of the State of Florida on August 16, 1999, and subsequently amended by the Articles of Amendment to Articles of Incorporation, which were filed with the Secretary of State of the State of Florida on February 24, 2000:

1. The name of the Corporation is:

VITALTRUST.COM, CORP.

2. The following Amendment(s) to the Articles of Incorporation were recommended by the Board of Directors and approved by the Shareholders of the Corporation, in the manner prescribed by the Florida Business Corporation Act, and in accordance with its Articles of Incorporation and Bylaws, on May 10, 2000:

ARTICLE 3 - CAPITAL STOCK

1. **Authorized Capital Stock.** The authorized capital stock of the Corporation shall consist of the following:
 - (1) One Hundred Million (100,000,000) shares of Common Stock, Par Value \$0.001 per share (the "Common Stock"); and
 - (2) One Million (1,000,000) shares of Series A Convertible Preferred Stock, Par Value \$1,000.00 per share (the "Preferred Stock").
2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of the Corporation may be in cash, property, or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued in exchange. All capital stock, when issued, shall be fully paid and nonassessable.
3. **Voting Rights.** The Holders of shares of the Common Stock shall be entitled to One (1) vote for each share of the Common Stock on all matters to which the Common Stock is entitled to vote. The Holders of shares of the Preferred Stock shall be entitled to One (1) vote for each share of the Preferred Stock on all matters to which

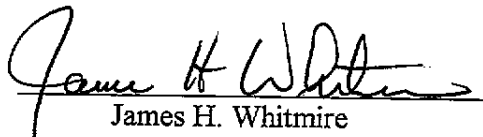
the Preferred Stock is entitled to vote.

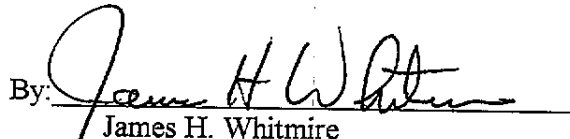
4. **Preferred Stock.** Each class of the Preferred Stock shall have those powers, privileges, preferences, and rights established by the Board of Directors of the Corporation prior to the issuance of the Preferred Stock, including, without limitation, voting rights, conversion rights, dividend preferences, liquidation preferences, and redemption preferences, all to the full extent permitted under the Florida Business Corporation Act.
3. The number of votes cast by the Shareholders of the Corporation in favor of the foregoing Amendment(s) to the Articles of Incorporation was sufficient for approval.
4. These Amendment(s) to the Articles of Incorporation shall be effective upon filing with the Secretary of State of the State of Florida.

DATED this 31st day of May, 2000.

ATTEST:

VITALTRUST.COM, CORP.


James H. Whitmire
Secretary

By: 
James H. Whitmire
President

[CORPORATE SEAL]