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Select Capital Advisors, Inc.

An International Financial Services Holding Company

1221 Brickell Avenue - Suite 1010 Miami, Florida 33131

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 JAN 10 AM 9:14
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TALLAHASSEE, FLORIDA

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**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
U.S. FINANCIAL NETWORK, INC.**

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Don R. Gilliland certifies that:

1. He is the duly elected and acting President and Secretary, respectively, of U.S. Financial Network, Inc., a Florida corporation (the "Corporation").
2. Pursuant to Section 607.1006 of the Florida Corporation Law, the Articles of Incorporation of the Corporation are hereby amended to read as follows:

***ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is SEVEN THOUSAND of which there shall be 6,000 shares of Preferred Stock with a \$10 par value (the "Preferred Stock"), and 1,000 shares of Common Stock without par value (the "Common Stock").

The Board of Directors of the Corporation is authorized to determine the number of series into which shares of the Preferred Stock may be divided, to determine the rights, preferences, privileges and restrictions granted to and imposed upon the Preferred Stock or any series thereof or any holders thereof, to determine or alter the rights, privileges and restrictions granted to and imposed upon any wholly unissued series of Preferred Stock or the holders thereof, to fix the number of shares constituting any series prior to the issuance of shares of that series and to increase or decrease, within the limits stated in any resolution or resolutions of the Board originally fixing the number of shares constituting any series (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issuance of shares of that series.

The following is a statement of the rights, preferences, privileges and restrictions in respect of the first series of Preferred Stock, designated as "Series A Preferred Stock".

Series A Preferred Stock

A series consisting of 6,000 shares of Preferred Stock is hereby established and designated as the "Series A Preferred Stock" of the Corporation, and that the Series A Preferred Stock shall have the rights, preferences and privileges, and shall be subject to the restrictions as are hereafter set forth:

1. **Liquidation Preference.**

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary (a "Liquidation Event"), subject to the rights of any series of Preferred

Stock which may from time to time come into existence, the Holders of Series A Preferred Shares shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to holders of Common Shares by reason of their ownership thereof, an amount per share equal to the sum of (i) \$10.00 per share, plus (ii) any accrued but unpaid dividends.

(b) Upon the completion of the distribution required by subparagraph (a) of this Section 1 and any other distribution which may be required with respect to series of Preferred Stock which may from time to time come into existence, if assets remain in the Corporation, the holders of the Common Stock of the Corporation shall receive all of the remaining assets of the Corporation.

(c) A consolidation or merger of the Corporation with or into any other corporation or corporations, or a sale, conveyance or disposition of all or substantially all of the assets of the Corporation or the effectuation by the corporation of a transaction or series of related transactions in which more than 50% of the voting power of the Corporation is disposed of, shall not be deemed to be a Liquidation Event within the meaning of this Section 1.

2. Dividend Provisions.

(a) The Corporation is obligated to declare 7% per annum dividends on distributions in respect of the Series A Preferred Shares.

(b) Notwithstanding the provisions of Section 2(a) above, the Board of Directors of the Corporation shall be entitled, but shall not be obligated, to declare and cause the Corporation to pay to the registered holders (the "Holders") of the Series A Preferred Shares, out of funds of the Corporation legally available therefor, such dividends as the Board of Directors of the Corporation may from time to time determine.

3. Redemption.

(a) Option to Redeem. The Corporation at any time may elect, but shall not be obligated, at the option of the Board of Directors, to redeem in whole or in part (which may be effected pro-rata or by lot) the Series A Preferred Shares, at any time it may lawfully do so, by paying in cash therefor a sum equal to \$10.00 per share plus any accrued by unpaid dividends (such total amount is hereinafter referred to as the "Redemption Price").

(b) Notice of Redemption. The Corporation shall mail a notice of redemption to each Holder of record of Series A Preferred Shares to be redeemed addressed to the Holder at the address of such Holder appearing on the books of the Corporation, or given by the Holder to the Corporation for the purpose of notice, or if no such address appears or is given at the place where the principal executive office of the Corporation is located, not earlier than 60 nor later than 20 days before the date fixed for redemption. The notice of redemption shall include (i) the portion of the Series A Preferred Shares to be redeemed, (ii) the aggregate Redemption Price for the Series A Preferred Shares to be redeemed, and (iv) the place at which Holders may obtain payment of the Redemption Price upon surrender of their share certificates. If funds are available on the date fixed for redemption, then whether or not the share certificates are surrendered for payment of the Redemption Price, the Series


A Preferred Shares shall no longer be outstanding, and the Holders thereof shall cease to be shareholders of the Corporation with respect to the Series A Preferred Shares redeemed on and after the date fixed for redemption and shall be entitled only to receive the Redemption Price without interest upon surrender of the share certificate. If less than all the Series A Preferred Shares represented by the share certificate are to be redeemed, the Corporation shall issue a new share certificate to the Holder for the Series A Preferred Shares not redeemed.

4. Voting Rights. The Holders of Series A Preferred Shares shall have no voting rights."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of the shareholders on December 27, 1996. The total number of outstanding shares entitled to vote was 1,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was greater than 50%.

The undersigned hereby certify that he has executed this Certificate of Amendment as of December 30, 1996.


Donald R. Gilliland, President


Donald R. Gilliland, Secretary