

H32242

The Henley Group, Inc.

4770 Biscayne Boulevard, PH-F
Miami, Florida 33137
Tel: (305) 438-0020 Fax: (305) 438-0506

FILED
98 APR 15 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 13, 1998

Secretary of State
Division of Corporation
Tallahassee, FL 32399

100002489611-8

-04/15/98--01058--013

Re: Articles of Amendment to Articles of
Incorporation of The Henley Group, Inc.

*****87.50 *****87.50

Gentlemen/Ladies:

Enclosed herewith find the original and duplicate copy of
the Articles of Amendment to Articles of Incorporation of
The Henley Group, Inc.

The enclosed check in the amount of \$87.50 is to cover the
following items:

Filing Fee of
Articles of Amendment \$35.00

Certified Copy of
Articles of Amendment 52.50
\$87.50

Very truly yours,
THE HENLEY GROUP, INC.


Daisy Campos
Corporate Secretary

VS APR 21 1998

Amend

Enclosure

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE HENLEY GROUP, INC.

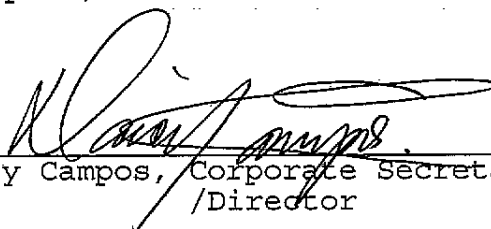
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1. **ARTICLE FIFTH** of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

FIFTH This Corporation is authorized to issue SIXTY MILLION (60,000,000) shares of common stock, having a par value of \$.0005 per share, which shall be designated "Common Stock" and authorized the issuance of FIVE MILLION (5,000,000) shares of preferred stock, having a par value of \$.01 per share, which shall be designated "Preferred Stock", and said Preferred Stock shall be divided into and issued in such series and upon such terms and conditions as the Board of Directors may from time to time see fit.

2. The foregoing amendment was adopted on September 26, 1996 by the majority of the Shareholders of the Corporation. The number of votes cast for the amendment was sufficient for approval on September 26, 1996.

IN WITNESS WHEREOF, the undersigned Corporate Secretary /Director of the Corporation has executed these Articles of Amendment on the 13th day of April, 1998.



Daisy Campos, Corporate Secretary
/Director