

H32242

InterAmerican Resources, Inc.

Mailing Address: P.O. Box 370219
Miami, FL 33137
TEL: (305)438-0020
FAX: (305)576-0228

October 18, 2001

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-10/23/01--01055--007
*****43.75 *****43.75

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment to Articles of
Incorporation of InterAmerican Resources, Inc.

Gentlemen/Ladies:

Enclosed herewith find the original and duplicate copy of the Articles of Amendment to Articles of Incorporation of InterAmerican Resources, Inc.

Please forward all correspondence to P.O. Box 370219, Miami, FL 33137-0219.

The enclosed check in the amount of \$43.75 is to cover the following items:

Filing Fee of	
Articles of Amendment	\$35.00
Certified Copy of	
Articles of Amendment	<u>8.75</u>
	\$43.75

Very truly yours,


Allan Smith
President

Enclosure

FILED
01 OCT 23 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

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FILED
01 OCT 23 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

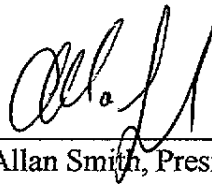
**ARTICLES OF INCORPORATION
OF
INTERAMERICAN RESOURCES, INC.**

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 ONE BILLION (1,000,000,000) shares of common stock, having a par value of \$.0005 per share, which shall be designated "Common Stock"

2. The foregoing amendment was approved by the majority of the shareholders pursuant to written consent, in lieu of a meeting of the shareholders of the Corporation, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act on October 17, 2001. The number of votes cast by shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President/Director has executed these Articles of Amendment on the 17th day of October, 2001.



Allan Smith, President/Director