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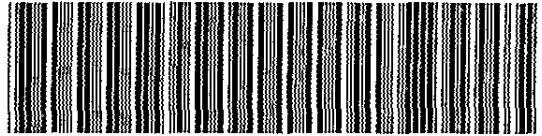
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Amendment
2/5/03
DC

EHRENREICH EILENBERG & KRAUSE LLP

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January 28, 2003

By Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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

Gentlemen/Ladies;

On behalf of InterAmerican Resources, Inc., a Florida corporation (the "Company"), enclosed for filing please find an originally executed Articles of Amendment to the Articles of Incorporation of the Company and a duplicate copy thereof.

Also enclosed please find a check of this law firm made payable to the Department of State for \$43.75 - \$35 for the filing fee and \$8.75 for a certified copy of the amendment.

Please send the certified copy in the enclosed, stamped, self-addressed envelope as soon as it is available. If you have any questions, please do not hesitate to contact the undersigned at 212-986-9700, extension 14.

Thank you for your prompt attention to this matter.

Very truly yours,


David Lubin

Cc: Larry Skolnik

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTERAMERICAN RESOURCES, INC.

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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

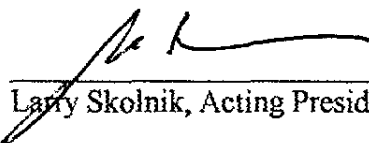
1. **ARTICLE FIFTH** of the Articles of Incorporation of InterAmerican Resources, Inc. is hereby amended to read as follows:

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".

All issued and outstanding shares of Common Stock of the Corporation held by each holder of record on January 16, 2003 shall be automatically combined at a rate of one for fifty (1:50). This reverse stock split shall not affect the par value of the Common Stock or the authorized number of shares of Common Stock. No fractional share or scrip representing a fractional share will be issued upon the reverse stock split. Fractional shares of 0.5 per Common Stock will be rounded up to the next highest share, and fractional interests of less than 0.5 per Common Stock will be reduced down to the next nearest share. Any shareholder whose aggregate holding is reduced to a fraction of one (1) share will receive one (1) share of Common Stock.

2. The amendment was adopted on January 16, 2003 by the Board of Directors and a majority of the holders of the issued and outstanding shares of the Corporation. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Acting President has executed this Articles of Amendment to the Articles of Incorporation on the ___ day of January, 2003.


Larry Skolnik, Acting President