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November 9, 2000

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

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-11/14/00--01008--024
*****35.00 *****35.00

Re: Slender Life International, Inc.

To Whom It May Concern:

Enclosed, please find an original and a duplicate of the Certificate of Amendment of Articles of Incorporation of Slender Life International, Inc.. Also enclosed, is a check in the amount of \$35.00 for the filing fees from our client Slender Life International.

The original is to be filed in your office and the duplicate is to be returned to us as a filed copy. Please return the filed copy to this office in the self addressed stamped envelope, provided herein.

Should you have any questions or require further information, please do not hesitate to contact our office.

Sincerely,

Andrew R. Friedman
Andrew R. Friedman, Esq.

Enclosures

FILED
NOV 13 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Amended

T. LEWIS NOV 27 2000

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
SLENDER LIFE INTERNATIONAL, INC.

FILED
00 NOV 13 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003 and 607.1006 of the Florida General Corporation Law,

I, Larry W. Pettit, President of SLENDER LIFE INTERNATIONAL, INC. a Corporation existing under the laws of the State of Florida, do hereby certify as follows:

FIRST: That the Directors and Stockholders of the Corporation have approved an amendment to its Articles of Incorporation, as hereinafter set forth, and proposed such amendment to the Stockholders of the Corporation for their approval at a Special Meeting on October 25, 2000.

SECOND: That the following is a true and correct copy of Article III of the Articles of Incorporation, as directed to be amended and as approved and adopted by the Stockholders at the aforesaid meeting, to read as follows:

"ARTICLE III

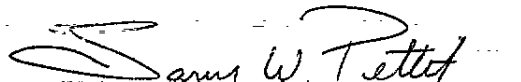
The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 5,000,000 shares common stock, no par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid."

THIRD: That such amendment has been duly adopted in accordance with the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes.

IN WITNESS WHEREOF, I, Larry W. Pettit, President of SLENDER LIFE INTERNATIONAL, INC. have signed this Certificate on behalf of the Corporation this 31 day of October, 2000.

(Corporate Seal)


Larry W. Pettit