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January 15, 2001

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*****35.00 *****35.00

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

RE: CERTIFICATE OF AMENDMENT - SLENDER LIFE INTERNATIONAL, INC.

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Certificate of Amendment of Articles of Incorporation of Slender Life International, Inc., along with our client's check in the amount of \$35.00 to cover the filing fee.

Please return one filed copy to the undersigned in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter.

Very truly yours,
Friedman, Rosenwasser & Goldbaum, P.A.

By: Andrew R. Friedman
ANDREW R. FRIEDMAN

ARF
Encl.

01 JAN 18 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Amend

T. LEWIS JAN 22 2001

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

FILED
01 JAN 18 AM 11:16
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 December 13, 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

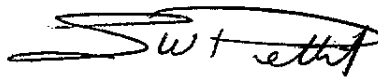
The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 10,000,000 shares common stock, no par value.

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 1 day of ~~December~~, 2000.

JANUARY 1



Larry W. Pettit

(Corporate Seal)