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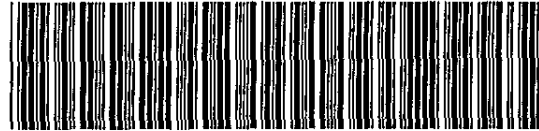
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**BIRR & GRIFFITH, P.A.**  
1650 NORTHEAST 26<sup>th</sup> STREET, SUITE 101  
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Stephen G. Birr-Of Counsel

May 7, 2004

Division of Corporations  
P. O. Box 6198  
Tallahassee, Florida 32314

Re: Wealth Builders International, Inc.  
Articles of Amendment to Articles of Incorporation  
Our File Number: 1779-00-3

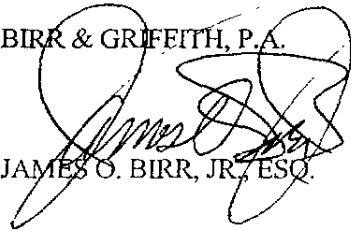
Dear Reader:

Enclosed with this letter is the Articles of Amendment to Articles of Incorporation of Wealth Builders International, Inc. (original and one copy). Please file the original Articles of Amendment, "true" the copy and return the "trued" copy to us in the enclosed self-addressed, stamped envelope.

Also enclosed is Birr & Griffith, P.A., trust account check number 13568 in the amount of \$35.00, in payment of the filing fee for the Articles of Amendment.

Very truly yours,

BIRR & GRIFFITH, P.A.

  
JAMES O. BIRR, JR., ESQ.

JOB cc  
c. Mr. Hubert Krause  
Enclosures Articles of Amendment (original and copy)  
Birr & Griffith P.A. trust account check no. 13568  
Stamped return envelope

**ARTICLES OF AMENDMENT  
to Articles of Incorporation  
OF WEALTH BUILDERS INTERNATIONAL, INC.**

**FILED**

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The Articles of Incorporation of WEALTH BUILDERS INTERNATIONAL, INC. (the "Corporation"), filed in Tallahassee on July 28, 1995, be and they are hereby amended in the in the following particulars:

RECORDS OF STATE  
INCORPORATION OF FLORIDA

The business of the corporation shall no longer be conducted by a Board of Directors but, rather, by the Shareholders of the Corporation and, the following Articles of Incorporation are amended to read as follows:

Article 6 - Directors, is amended to read as follows:

**ARTICLE 6 - DIRECTOR(S)**

This Corporation shall be without a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Shareholders of this Corporation.

Article 7 - Corporate Capitalization, is amended to read as follows:

**ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 No amendment.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Shareholders may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Shareholders may deem advisable in connection with such issuance.

7.3 The Shareholders of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Shareholders may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

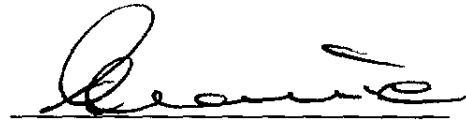
7.4 The Shareholders of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Article 12 - Bylaws, is amended to read as follows:

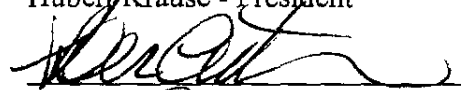
ARTICLE 12 - BYLAWS

The Shareholders of the Corporation shall have power to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Shareholders equal to a majority of the number who would constitute all the Shareholders at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

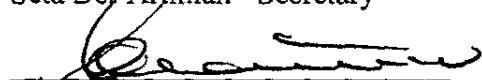
**IN WITNESS WHEREOF**, the undersigned hereby acknowledge the ratification of these Articles of Amendment and the approval to record the Articles of Amendment in the Office of the Florida Department of State, this April 25<sup>th</sup>, 2004.



Hubert Krause - President



Seta Der Artinian - Secretary



Hubert Krause - Shareholder



Seta Der Artinian - Shareholder