

Division of Corporations

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P98000098924

Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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TALLAHASSEE, FLORIDA

## BASIC AMENDMENT

SILK BOTANICALS.COM, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 02      |
| Estimated Charge      | \$35.00 |

AMEND  
306

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
SILK BOTANICALS.COM, INC.**

FILED  
OCT-9 PM 1:19  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

1. The following provision of the Articles of Incorporation of Silk Botanicals, Inc., a Florida corporation (the "Company") filed in Tallahassee on November 20, 1998 as document number P98000098924, and pursuant to Sections 607.0704, 607.0723, 607.0726, 607.1001 and 607.1003 of the Florida Business Corporation Act, be and hereby is amended to read as follows:

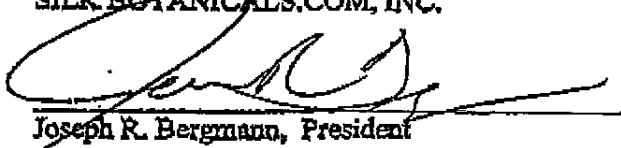
**SECOND ARTICLE**

The Company is authorized to issue 300,000,000 shares of Common Stock having a par value of \$.001 each. Additionally, the Company is authorized to issue 50,000,000 shares of Preferred Stock, having a par value of \$.001 each. The Preferred Stock may be issued in series from time to time with such designation, rights, preferences and limitations as the Board of Directors of the Company may determine by resolution. A total of 1,900 shares of the Preferred Stock are hereby designated as Series A Preferred Stock, and the preferences for this Series A are set forth below in Article XI. The rights, preferences and limitations of any additional series of Preferred Stock (other than the Series A Preferred Stock) may differ with respect to such matters as may be determined by the Board of Directors, including, without limitation, the rate of dividends, method and nature of payment of dividends, terms of redemption, amounts payable on liquidation, sinking funds provisions (if any), conversion rights (if any), and voting rights.

The foregoing amendment were adopted by a majority vote of the Company's Shareholders and Directors on the 3rd day October, 2000, in accordance with the provisions of the Florida Business Corporation Act. The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Company has executed these Articles of Amendment on the 6th day of October, 2000.

SILK BOTANICALS.COM, INC.

  
Joseph R. Bergmann, President

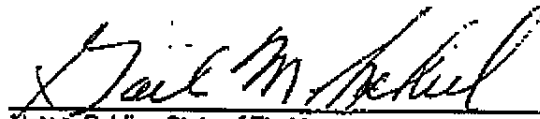
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STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this 6th day of October, 2000, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Joseph R. Bergmann, to me known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public - State of Florida.  
My commission expires:

09/03/02