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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BOUNTY INTERNATIONAL HOLDINGS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____ 400002743814--8
(Corporation Name) (Document #) 01/15/99 01046--031
*****35.00 *****35.00

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

Examiner's Initials

Jee 1/5

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOUNTY INTERNATIONAL HOLDINGS, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of incorporation:

FIRST: Amendment(s) adopted:

See Attachment

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: January 13, 1999

FOURTH: Adoption of Amendments (s):

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

_____ XXX The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups.

_____ The number of votes cast for the amendment(s) was/were sufficient for the approval by:
The shareholders.

Signed this 13th day of January, 1999.

Signature 

Peter White

(Typed or printed name)

President

(Title)

ARTICLES OF AMENDMENT- ATTACHMENT

Article III: The number of shares of stock that this corporation is authorized to have outstanding at any time is:

Ten Million, (10,000,000), shares at \$.10 par value each, having an aggregate value of \$1,000,000.00 (One Million Dollars and 00/100).