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

1. BOUNTY INTERNATIONAL HOLDINGS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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

AMENDMENTS	
<input checked="" 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

FILED
 99 FEB - 9 PM 3:34
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 99 FEB - 9 AM 11:37
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Examiner's Initials

2/9

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
99 FEB -9 PM 3:34
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: February 5, 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 5th day of February, 1999.

Signature Allison Read

Allison Read

(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 \$.001 par value each, having an aggregate value of \$ 10,000.00, (Ten thousand dollars and 00/100).