

P99000028235

Greenhold Group, Inc.
120 N. U.S. Highway One, #100
Tequesta, FL 33469

FILED
99 JUL 19 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 14, 1999

Secretary of State
Division of Corporations
Department of State
Tallahassee, FL 32301

100002934711--8
-07/19/99-01080-004
*****35.00 *****35.00

Gentlemen:

Enclosed please find Amendment to Articles of Incorporation for Greenhold Group, Inc. for filing with the state of Florida. The \$35.00 filing fee is enclosed.

Please send confirmation to 120 N. U.S. Highway One, #100, Tequesta, FL 33469.

Yours truly,

Vicki J. Lavache

Vicki J. Lavache

Enclosure

Amend.

V. SHEPARD JUL 23 1999

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
GREENHOLD GROUP, INC.

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SECRETARY OF STATE
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Pursuant to the provisions of the Florida Statutes, on July 12, 1999 all of the directors and shareholders of Greenhold Group, Inc., a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:

RESOLVED: That the number of authorized shares of common stock of the Corporation should be increased to twenty-five million (25,000,000), \$0.01 par value per share and that the number of authorized shares of preferred stock should be increased to five million (5,000,000), \$.01 par value per share.

RESOLVED: That the Articles of Incorporation as filed with the Florida State Department should be amended to reflect the foregoing resolution.

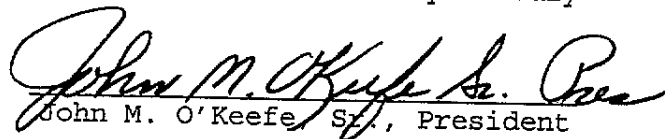
RESOLVED: That the President of the Corporation is authorized to take any and all action necessary in order to reflect the change in authorized capital of the Corporation.

NOW THEREFORE, in accordance with the foregoing resolutions, the first sentence of Article III of the Corporation's Articles of Incorporation is deleted and the following inserted in its place:

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes of stock which the corporation has the authority to issue is twenty-five million (25,000,000) common stock, \$0.01 par value per share, and five million (5,000,000) preferred stock, \$0.01 par value per share.

IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 12th day of July 1999.


John M. O'Keefe Sr., President