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November 16, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32302

Re: RACHAeL INTERNATIONAL, INC.

Dear Sir:

Enclosed please find for filing original and 1 copy of articles of amendment. Check enclosed: \$35.00

Very truly yours,


GEORGE C. KELLEY, P.A.

GCK:dc
Enclosures

*Amend
11-24-99
DWS*

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-11/18/99-01072--001
*****35.00 *****35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of RACHAEL International, Inc., be and they are hereby amended in the following particulars:

Article IV, be and it hereby is amended to read as follows:

1. Stock Structure.

A. Preferred Stock-3,500,000 shares is hereby eliminated.

B. Common Stock is hereby increased from 3,500,000 to 10,000,000, Par Value \$0.02.

All or any part of the shares of the common capital stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the board of directors, as provided by law, with due regard to the interest of the existing shareholders; and such consideration shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash; or just valuation to be fixed by the Board of Directors of the Corporation and when said consideration has been received by the Corporation, such shares shall be deemed full paid.

The foregoing amendments were adopted by the Stockholders and Directors of said corporation on the 3rd day of November, 1999.

3. This amendment was approved by unanimous consent of all shareholders entitled to vote.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 11th day of November, 1999.

RACHAeL INTERNATIONAL, INC.

BY:

Gary McDonald
Gary McDonald
President

Susan McDonald
Susan McDonald
Secretary

State of Florida
County of Orange

The foregoing instrument was acknowledged before me this 11th day of November, 1999, by Gary McDonald and Susan McDonald, President and Secretary respectively of RACHAeL INTERNATIONAL, INC., a Florida Corporation, on behalf of the corporation. They are ✓ personally known to me OR have produced a FL Driver License as identification.



Kathryn J. Dunlap
Notary Public
Commission Expires:
Commission No.: