

Ocean Gem

Ocean Gem Pearl Corporation
760 Market St., Suite 945
San Francisco, CA 94102
(415) 788-0407 fax (415) 788-5471

F980000002348

August 10, 1998

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002617718--0
-08/17/98--01103--010
*****96.25 *****96.25

Ladies & Gentlemen:

Enclosed are the following:


1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.
2. Certified transcript of the Certificate of Amendment of Articles of Incorporation.
3.

Fees	\$ 35.00	Filing Fee
	52.50	Certified Copy
	8.75	Certificate of Status

TOTAL \$ 96.25

Thank you for your assistance.

Very truly yours,


Daniel L. Grimes

FILED
98 AUG 17 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ALL AUG 20 1998

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
98 AUG 17 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. OCEAN GEM CORPORATION
Name of corporation as it appears on the records of the Department of State.
2. California
Incorporated under laws of
3. April 23, 1998
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

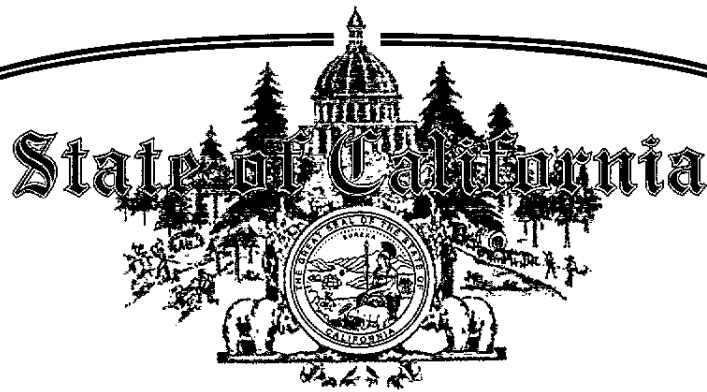
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 28, 1998
5. Ocean Gem Pearl Corporation
Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."
6. If the amendment changes the period of duration, indicate new period of duration.
NOT APPLICABLE
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
NOT APPLICABLE
New Jurisdiction


Signature

Daniel L. Grimes
Typed or printed name

8/7/98
Date

Chairman of the Board & Secretary
Title



SECRETARY OF STATE



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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

AUG 06 1998



Bill Jones

Secretary of State

#11 99268

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION**

A0511889

FILED *JB*
In the office of the Secretary of State
of the State of California

JUL 28 1998

Bill Jones
BILL JONES, Secretary of State

The undersigned certify that:

1. They are the president and the secretary, respectively, of OCEAN GEM, a California corporation.
2. Article One of the Articles of Incorporation of this corporation is amended to read as follows:

The name of the corporation is Ocean Gem Pearl Corporation.
3. The title of the Articles of Incorporation is amended to read "Articles of Incorporation of Ocean Gem Pearl Corporation."
4. The foregoing amendments of Articles of Incorporation have been duly approved by the board of directors.
5. The foregoing amendments of Articles of Incorporation have been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 200,000 shares. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: July 23, 1998

Pamela T. Butler
Pamela T. Butler, President

Daniel L. Grimes
Daniel L. Grimes, Secretary
and Chairman of the Board

