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FILING *Amend*

1.) *Hundred Mile Plus Lte., Inc.*
(CORPORATE NAME & DOCUMENT #)

2.)
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SPECIAL INSTRUCTIONS

C. Coulllette JUL 12 2002

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HUNDRED MILE PLUS LTD., INC.
(After Issuance of Stock)**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article IV of the Articles of Incorporation is amended and restated in its entirety as follows:

"Article IV

This Corporation is authorized to issue two classes of shares of stock to be designated as "Common Stock" and "Preferred Stock". The total number of shares of Common Stock which this Corporation is authorized to issue is Ten Billion (10,000,000,000) shares, par value \$0.001. The total number of shares of Preferred Stock which this Corporation is authorized to issue is Fifty Million (50,000,000) shares, par value \$0.001.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares (a "Preferred Stock Designation") and as may be permitted by the General Corporation Law of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series."

SECOND: This amendment was adopted by unanimous resolution of the Board of Directors on June 21__, 2002, and by written consent of a majority of the shareholders of the Corporation on June 21__, 2002. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation as of this 21__th of June, 2002.



Joshua Rabinowitz, CEO and Chairman