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FILED
00 DEC -5 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 919402 5011958

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 35.00

ORDER DATE : December 5, 2000

ORDER TIME : 10:43 AM

ORDER NO. : 919402-005

100003487891--7

CUSTOMER NO: 5011958

CUSTOMER: James F. Basque, Esq
Greenspoon Marder Hirschfeld
135 West Central Blvd Ste 1100
South Trust Bank Building
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: BGM MINING, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

G. COULLETTE DEC 0 5 2000

CONTACT PERSON: Tamara Odom -- EXT# 1104

EXAMINER'S INITIALS: _____

RECEIVED
00 DEC -5 PM 12:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BGM MINING, INC.**

FILED
DEC - 5 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is BMG Mining, Inc.
2. Article V of the Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE V - CAPITAL STOCK: The corporation is authorized to issue and have outstanding 200 shares of common stock having a par value of \$1.00 per share.

3. This amendment was approved by all directors of the Corporation by unanimous written consent pursuant to Section 607.0821 on November 1, 2000. This amendment was approved by all shareholders of the corporation by unanimous written consent pursuant to Section 607.0704 on November 1, 2000.

IN WITNESS WHEREOF, these Articles of Amendment executed the 20th day of November, 2000.

(Corporate Seal)

BGM MINING, INC.

By: _____

**Charles E. Brooks
President**

STATE OF FLORIDA)
COUNTY OF ORANGE)SS

The foregoing instrument was acknowledged before me this 20th day of November, 2000, by Charles E. Brooks, President of BGM Mining, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____, as identification and who did /did not take an oath.



(Notary Public Signature)

Annette L. Mann

(Notary Public Print Name)

NOTARY PUBLIC

My commission expires: