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BAD BOYS UNLIMITED INC.

FILED

October 2, 2000 -4 AM 8:59

TO: Department of State, Division of Corporations, P.O. Box 6327, Tallahassee, F1. 32314

FROM: Henry S. Ludwig, 9221 Tudor Dr. #202, Tampa, F1. 33615-3780 Phone: (813) 885-7929

I am the Secretary of BAD BOYS UNLIMITED INC. and on the Board of Director.

Please amend the Articles of Incorporation as attached form and send me a CERTIFIED COPY of the amended Articles.

I have enclosed \$43.75 for the filing fee and the certified copy.

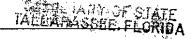
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

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BAD BOYS UNLIMITED INC.



(present name)

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: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

35,000,000 shares of Common Stock and 12,000,000 shares of Preferred Stock.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: July 10, 2000
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
· _	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
X	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 1st day of October , 2000.
Signatu	ce Nenry S Ludwig
-	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Henry S. Ludwig Typed or printed name
	Secretary of the Corporation and Director Title