

May 15, 2001

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 a member of the Board of Director.

Please amend the Articles of Incorporation as per the 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.

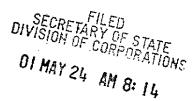
900004315609--1 -05/24/01--01082--012 *****43.75 *****43.75

Amend

Henry 5 Ludwig

V. SHEPARD JUN 1 2001

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



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 I NAME

The name of the corporation shall be:

Bad Boys Unlimited, Inc.

ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

11825 SW 3rd St. Miami, F1. 33184

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.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

William H. Shaw Sr. 11825 SW 3rd St. Miami, Fl. 33184

ARTICLE V INCORPORATOR

The name and address of the incorporator of these Articles of incorporation is:

William H. Shaw Sr. 11825 SW 3rd St. Miami, Fl. 33184

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: May 1, 2001	; .
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	,
	voting group	***
ð	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
	Signed this 10th day of May , 2001	·
Signature	= Nenry S Ludwig	
5	(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 and Director	2. <u>s</u> w
•	Title	

 $\int_{\mathbb{R}^{n}} \int_{\mathbb{R}^{n}} \int_{$