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TRANSMITTAL LETTER

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: CHANG'S GROUP, INC.

Enclosed is an original and one (1) copy of the AMENDMENT OF
articles of incorporation and a check for: \$35.00

FROM: JOHN J. HSIUNG

7005, Shenandoah Court,

Tampa, Florida 33615

Telephone : 813-882-3561

FILED
01 JUN 13 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN JUN 21 2001

ARTICLES OF AMENDMENTS
OF
ARTICLES OF INCORPORATION
OF
CHANG'S GROUP, INC.

FILED
01 JUN 13 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST : AMENDMENT OF ARTICLE VII

AMENDMENT OF ARTICLE VII - DIRECTORS

The number of directors constituting the board of directors of the corporation has been changed to four, the names and address of the persons who are serve as a member of the board of directors and their shareholdings are :

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS/SHAREHOLDING</u>
TONY CHANG	PRESIDENT	2374 TURNBERRY COURT,NAPLES,FL. 34109/30%
GEORGE H.S. LIN	DIRECTOR	18 GLASTONBURG PL. LAGUNA NIGUEL,CA.92677/15%
LI CHANG	D/TREASURY	2374 TURNBERRY COURT,NAPLES,FL. 34109/15%
HSIN TING CHANG	DIRECTOR	2374 TURNBERRY COURT,NAPLES,FL.34109/40%

SECOND : THE DATE OF THIS AMENDMENTS

ADOPTION DATE : 4/2/2001

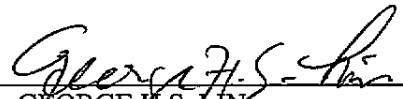
THIRD : ADOPTION OF AMENDMENT :

THE AMENDMENTS WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES FOR THE AMENDMENTS WERE SUFFICIENT FOR APPROVAL.

IN WITNESS THEREOF, we have hereunto set our hands and seal,
acknowledged and filed the above AMENDMENT OF Articles of Incorporation
under the laws of the State of Florida this 10TH day of April 2, 2001.

JUNE


TONY CHANG
PRESIDENT


GEORGE H.S. LIN
DIRECTOR


LIN CHANG
DIRECTOR/TREASURY


HSIN TING CHANG
DIRECTOR