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June 9, 2000

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

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-06/12/00--01142--005
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation *Champon Millennium Chemicals, Inc.*

Dear Sir or Ma'am:

Please file the Amendment to Articles of Incorporation for *Champon Millennium Chemicals, Inc.*

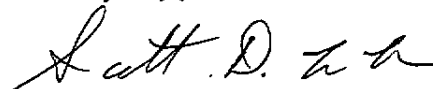
An original and a copy of the Amended Articles are enclosed along with a check in the amount of \$35.00 dollars. The check represents payment of the following fees:

Filing Fees: \$35.00

Total: \$35.00

Please send the date-stamped copy of the Articles to me at the address set forth above. If you have any questions, please contact my office.

Very truly yours,


Scott D. LaRue

FILED
00 JUN 12 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

all 6/16
Amend

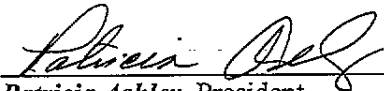
**AMENDMENT TO ARTICLES OF INCORPORATION
OF
CHAMPON MILLENNIUM CHEMICALS, INC.**

Pursuant to resolutions duly executed by the sole shareholder and Director of this corporation dated June 9, 2000, the undersigned incorporator hereby AMENDS the Articles of Incorporation for the above referenced corporation, incorporated under the laws of the State of Florida on February 7, 2000 as follows:

ARTICLE III SHARES

The corporation is authorized to issue **20,000,000** shares of \$0.001 par value common stock, each of which will confer the same rights and privileges as conferred by all the other common shares of the corporation. Shareholders of the corporation will not have preemptive rights.

The undersigned incorporator has executed this Amendment to the Articles of Incorporation this 9 day of June, 2000.



Patricia Ashley, President
Incorporator

00 JUN 12 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED