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DANIEL B. HARRELL

March 7, 2001

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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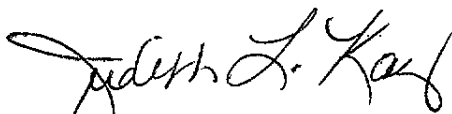
RE: BILL HEBSON HUMAN PERFORMANCE CENTER, INC.
Our File: 0815.005

Dear Sir or Madam:

I enclose herewith the original and one copy of the Articles of Amendment to the Articles of Incorporation of the above-captioned corporation and our check in the amount of \$43.75. I would ask that you certify the copy and return same in the self-addressed, stamped enveloped enclosed for your convenience.

Thanking you in advance for your cooperation.

Sincerely,



Judith L. Kay, Secretary to
DOUGLAS E. GONANO, ESQUIRE

DEG/jk
Enclosures - as stated

FILED
01 APR - 6 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN APR - 9 2001

Amend. + N/c



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 16, 2001

DOUGLAS E. GONANO, ESQ.
GONANO & HARRELL
1600 S. FEDERAL HIGHWAY, SUITE 200
FORT PIERCE, FL 34950-5194

SUBJECT: BILL HEBSON HUMAN PERFORMANCE INSTITUTE, INC.
Ref. Number: W01000006038

We have received your document for BILL HEBSON HUMAN PERFORMANCE INSTITUTE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 501A00016229

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
BILL HEBSON HUMAN PERFORMANCE CENTER, INC.

FILED
01 APR -6 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President and Secretary of Bill Hebson Human Performance Center, Inc., a Florida corporation, hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors and all of the Shareholders at a meeting duly held by them on the 12 day of February, 2001:

AMENDMENT

1. Article I is amended to read as follows:

The name of this corporation is Bill Hebson Human Performance Institute, Inc.

2. Article IV is amended to read as follows:

This corporation is authorized to issue one million (1,000,000) shares of \$.001 par value common stock which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned and/or transferred in strict accordance with such bylaws as the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

3. Article VI is amended to read as follows:

The street address of the initial principal office of this corporation is 323 E. Osceola Street, Stuart, Florida 34994, and the name of the initial Registered Agent of this corporation at that address is Bill Hebson.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set my hand and seal this 12 day of February, 2001.

By:

Bill Hebson

Bill Hebson, President

Bill Hebson

Bill Hebson, Secretary

Bill Hebson

Bill Hebson, Shareholder

Bill Hebson

Bill Hebson, Director

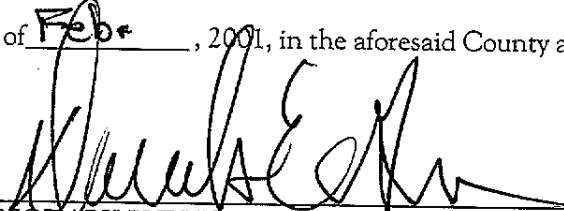
[Corporate Seal]

STATE OF FLORIDA
COUNTY OF MARTIN

¶ BEFORE ME personally appeared BILL HEBSON, to me well known and known to me to be the person described in and who executed the foregoing ARTICLES OF AMENDMENT as President, Secretary, Sole Shareholder and Director of BILL HEBSON HUMAN PERFORMANCE CENTER, INC., a Florida corporation, and acknowledged to and before me that he executed said instrument for the purposes therein expressed. He is personally known to me, or has produced _____ as identification.

WITNESS my hand and official seal this 12 day of Feb., 2001, in the aforesaid County and State.

[Notary Seal]



NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:



Douglas E. Gonano
MY COMMISSION # DD000246 EXPIRES
February 19, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN named as registered agent for Bill Hebson Human Performance Institute, Inc., and to accept service of process for the corporation at 323 E. Osceola Street, Stuart, Florida 34994, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 28th day of March, 2001.

Bill Hebson
Bill Hebson
Registered Agent