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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 24 PH 2:43

April 19, 2000

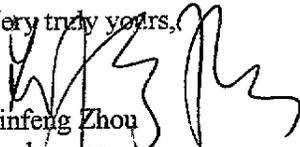
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find one original copy of Amendment for CHINA RAINBOW, Inc., one copy for stamp and return, and a check in the amount of \$35.00.

Please file the Amendment accordingly and send the stamped copy back to us using the enclosed self-addressed and stamped envelope.

If you have any questions, please contact the undersigned. Otherwise, I will await your kind reply.

Very truly yours,

Linfeng Zhou
Enclosures

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*****35.00 *****35.00

Amend

V. SHEPARD MAY 3 2000

ARTICLES OF AMENDMENT
CHINA RAINBOW, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 24 PM 2:43

The following provisions of the Articles of Incorporation of CHINA RAINBOW, INC., a Florida corporation, duly filed in Tallahassee, Florida, be and are hereby amended in the following particulars:

ARTICLE 6
OFFICE AND REGISTERED AGENT

The street and mailing address of the present office and registered agent of the corporation is: 3639 WOOLBRIGHT ROAD, BOYNTON BEACH, FL 33436 and the name of the registered agent of this corporation at the address is LI XIN SHI.

ARTICLE 7
DIRECTORS

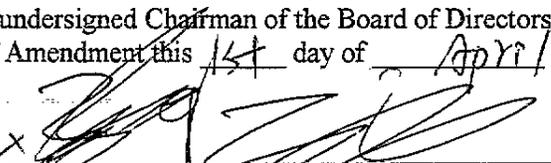
This corporation shall have not less than one (1) director.
The name and address of the present directors of the corporation are:

WEIGUANG YOU	3639 WOOLBRIGHT ROAD, BOYNTON BEACH, FL 33436
LI XIN SHI	3639 WOOLBRIGHT ROAD, BOYNTON BEACH, FL 33436

The foregoing Amendments were adopted on April 1, 2000.

The foregoing amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors and President has executed these Articles of Amendment this 1st day of April, 2000.


HANPING JIANG, Resigning Chairman of the Board of Directors, President and shareholder

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for CHINA RAINBOW, INC., at the place designated in this certificate, being familiar with the duties and responsibilities as registered agent for said corporation, I hereby agree to act in such capacity and I further agree to comply with the provisions of said Act with respect to keeping such office open.

LI XIN SHI

LI XIN SHI, Registered agent