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Florida Department of State
Division of Corporations
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From: Account Name : ACE INDUSTRIES, INC.
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DIVISION OF CORPORATIONS

BASIC AMENDMENT
GOLDSHIELD ACQUISITIONS INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
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Name Change

w/ Amendment 10/4/00

10-4-00 Dr

OCT. 3. 2000 4:02PM
10-04-2000 14:02

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GOLDSHIELD ACQUISITIONS INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts these Articles of Amendment to its Articles of Incorporation:

1. Article I of the Articles of Incorporation of Goldshield Acquisitions Inc., a Florida corporation, is hereby amended to read as follows:

"Article I"

NAME

The name of this corporation is:

Achievers Unlimited, Inc.

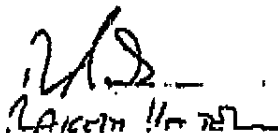
The address of the principal office of this corporation is 5841 Corporate Way, Suite 200, West Palm Beach, Florida 33407 and the mailing address of this corporation is as follows:

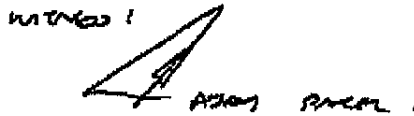
Achievers Unlimited, Inc.
c/o Thomas J. Skola, Esq.
Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126-2065

2. The foregoing amendment is made and adopted as of the date hereof by the sole shareholder and the sole director of the corporation pursuant to a Unanimous Consent Action, a copy of which is attached hereto.

IN WITNESS WHEREOF, the undersigned officers of the corporation have executed these Articles of Amendment as of this 1st day of September, 2000.

WITNESS

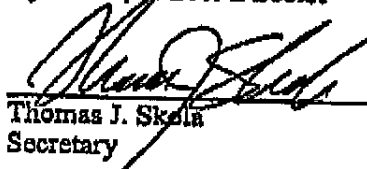

Witness


Witness

Goldshield Acquisitions Inc.



Ajit Patel, as Sole Director


Thomas J. Skola
Secretary

H00-52529

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10-04-2000 14:03

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STATE OF FLORIDA

COUNTY OF MIAMI-DADE

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) SS
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BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Thomas J. Skola, known to me and known by me to be one of the persons who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed these Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1 day of September, 2000.



PATRICIA KEMP
COMMISSIONS # CC628870
EXPIRES APR 29, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES: 4.29.01

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**CONSENT ACTION OF THE SOLE SHAREHOLDER
AND SOLE DIRECTOR OF
GOLDSHIELD ACQUISITIONS INC.**

The undersigned, being the sole shareholder and the sole director of Goldshield Acquisitions Inc., a Florida corporation, do hereby adopt the Articles of Amendment to the Articles of Incorporation of Goldshield Acquisitions Inc., dated as of September 1, 2000, in which the name of the corporation is changed to "Achievers Unlimited, Inc."

DATED this 1st day of September, 2000

SOLE DIRECTOR


Ajit Patel


SOLE SHAREHOLDER:


Goldshield U.S.A. Inc.

By: 

Ajit Patel, as Sole Director

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 WITNESSES
ILAKETHI/ATZ

 WITNESSES
ADAM PACE 28/8/2000

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This Assignment ("Assignment") is made by Achievers Unlimited, Inc., a Nevada corporation ("Assignor"), to Goldshield Acquisitions Inc., a Florida corporation ("Assignee")

WITNESSETH:

WHEREAS, Assignor and Assignee entered into that certain Asset Purchase Agreement dated as of September 1, 2000 ("Agreement"), pursuant to which Assignor sold, and Assignee acquired, Assignor's business; and

WHEREAS, pursuant to the Agreement, Assignor agreed to assign to Assignee all rights to the corporate name "Achievers Unlimited, Inc." (hereinafter collectively called the "Corporate Name"),

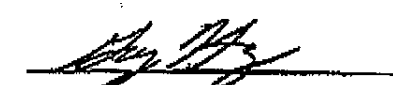
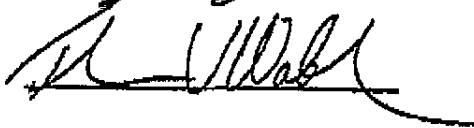
NOW, THEREFORE, in consideration of the mutual promises set forth in the Agreement and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby agree as follows:


1. Recitals. The foregoing recitals are true and correct and are incorporated herein by this reference as though set forth herein at length.
2. Assignment. Assignor hereby absolutely and irrevocably assigns, transfers, sets over, grants, remises and conveys to Assignee, its successors and assigns, all of its right, title and interest in and to the Corporate Name, effective as of September 1, 2000.

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of this 1st day of September, 2000.

WITNESSES:

Achievers Unlimited, Inc.

By: 
Elizabeth D. Connelly
President

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STATE OF FLORIDA

COUNTY OF Palm Beach

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) SS:
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The foregoing instrument was acknowledged before me by Elizabeth D. Connelly, as President of Achievers Unlimited, Inc. She is personally known to me and did take oath, this 28th day of August, 2000.


Notary Public, State of Florida at Large

My Commission Expires:

Commission # EC 78396

Expires Nov 30, 2002

Bonded thru Agent - Bandy

Name of Notary: Mark L. Bandy

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