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SPIEGEL & UTRERA, P.A.		ENS.
(Requestor's Name) 1840 CORAL WAY, 4 TH FLOOR		PH 2:
(Address) MIAMI, FL 33145 (305) 854-6000	OFFICE USE ONLY	ORION 38
(City, State, 7in) (Phone #)	OFFICE OSE ONET	

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NEW FILINGS	AMENDMENTS	No stage	
Profit	Amendment		
NonProfit	Resignation of R.A., Officer	Director	
Limited Liability	Change of Registered Agent		PA POR ST
Domestication	Dissolution/Withdrawal	-	T: 38
Other	Merger		(3)
OTHER FILINGS	REGISTRATION/ QUALIFICATION		
Annual Report	Foreign	0	
Fictitious Name	Limited Partnership	08-15-01	
Name Reservation	Reinstatement		
	Trademark	1	_
		-	Examiner's Initials

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

FILED AUG 15 PM 2: 38 ECRETARSEE FLORIDA

OF

DOLPHIN INTERNATIONAL ENTERPRISES, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST:

The Corporate capitalization of DOLPHIN INTERNATIONAL ENTERPRISES,

INC. states:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE MILLION** (1,000,000) shares of common stock, each having the par value of ONE HUNDREDTH OF ONE CENT (\$0.0001).

SECOND:

The corporate capitalization of DOLPHIN INTERNATIONAL ENTERPRISES, INC. will be amended to state:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TWO MILLION** (2,000,000) shares of common stock, each having the par value of ONE DOLLAR (\$1.00).

THIRD:

The date of the adoption of this amendment is the 30 July 2001.



FOURTH:

The Amendment was approved by the Shareholders. The number of votes cast for

the Amendment was sufficient for approval.

FIFTH:

This amendment shall be effective upon the filing of these Articles of Amendment

to Articles of Incorporation with the Secretary of State of Florida.

Signed this 30 July 2001.

Bill Dixon, Chairman of the Board of Directors

SPIEGEL & UTRERA, P.A.