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FILED

MAY 10 PM 12:07

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICHELLE KRAMISH KAIN
J.D. & LL.M., CORPORATE LAW
MEMBER OF FL & D.C. BARS

May 8, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Ha-Ra of North America, Inc. (the "Company")

000004193200--5
-05/10/01--01073--006
*****43.75 *****43.75

Dear Sir/Madam:

Enclosed please find one original and one copy of the Company's Articles of Amendment to the Articles of Incorporation to be filed and a check payable to the Secretary of State for \$43.75 for the filing fee and a certified copy. Kindly file the Amendment and return a certified copy to the undersigned in the enclosed, self-addressed stamped envelope.

Very truly yours,

Michelle Kramish Kain
Michelle Kramish Kain
Michelle Kramish Kain, P.A.

*Amend
5-12-01
PKS*

encls.

MKK\cjp

ha-ra\FL Dept. Corp. filing ltr.

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HA-RA OF NORTH AMERICA, INC.

FILED
01 MAY 10 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Ha-Ra of North America, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

Article IV.1 is deleted in its entirety and substituted with the following:

ARTICLE IV - CAPITAL STOCK

IV.1. The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall consist of 150,000,000 shares of Capital Stock as follows:

- (a) 120,000,000 shares of common stock, having a par value of \$.001 per share; and
- (b) 30,000,000 shares shall be designated "blank check" preferred stock, having a par value of \$.001 per share, to be issued with such rights, designations, preferences and other terms and conditions as may be determined by the Corporation's Board of Directors, from time to time and at any time, in their sole discretion, without any further action by the shareholders of the Corporation.

Article VIII is deleted in its entirety and substituted by the following:

ARTICLE VIII - AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

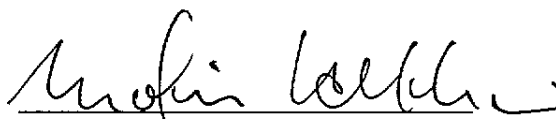
The Article XI is deleted in its entirety and substituted by the following:

ARTICLE XI - CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The foregoing was adopted by resolutions of the Board of Directors dated May 4, 2001 and by consent of the shareholders dated May 4, 2001 representing a majority of the Corporation's shares issued and outstanding which voted in favor thereof and which number of votes cast for the amendment by the shareholders was sufficient for approval, all pursuant to Sections 607.0704 and 607.0821.

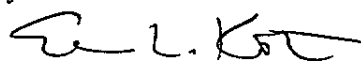
Dated as of May 7, 2001.


Martin Althaus, President/Secretary

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 8th day of May, 2001 by Martin Althaus as President and Secretary of Ha-Ra of North America, Inc., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced _____ as identification and did take an oath.

Notary Public:

sign 

print ELLEN L. KOTLER

State of Florida at Large (Seal)

My Commission Expires:

ha-ra/amend.articles

