

P00000/04982

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ULTIMATE PETROLEUM INCORPORATED
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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C. Coullie APR 24 2002

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Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ULTIMATE PETROLEUM INCORPORATED

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

ARTICLE V: DIRECTORS

The number of the members of the Board of Directors of the corporation shall not be less than one person. The shareholders of the corporation and the shares to each one will be as follows:

		Amount	SHARES %
VICENTE CALVO	PRESIDENT	1000	100
13054 NW 43 AVE	SECRETARY		
OPALOCKA, FL 33054	DIRECTOR		


ARTICLE VI: OFFICERS

The officers of the corporation shall be:

VICENTE CALVO	PRESIDENT
13054 NW 43 AVE	SECRETARY
OPALOCKA, FL 33054	DIRECTOR

SECOND: This amendment is adopted on January 2nd, 2002.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.


VICENTE CALVO
President, Director