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March 5, 2001

Florida Department of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

500003852225--1
-03/14/01-01045--003
*****87.50 *****87.50
\$43.75

Re: Articles of Amendment of Articles of Incorporation
of SHEL-B TRADING CORP.

Dear Ladies or Gentlemen:

I am enclosing herewith two original Articles of Amendment to the Articles of Incorporation of SHEL-B Trading Corp., together with my firm check in the amount of \$87.50 for the filing fee and one certified copy of the Amendment to the Articles. Also enclosed is a self-addressed, stamped envelope for your convenience.

Thank you very much for your courtesy and cooperation in this matter.

Sincerely,


EDWARD E. LEVINSON

EEL/dlm
Enclosures
cc: Shel-B Trading Corp.
Attention: Marcy Ribman, President
(with copy of enclosure)
gendocs\corp\amendment.lts

Amend
3-20-01
HHS

FILED
01 MAR 14 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION
SHEL-B TRADING CORP.**

1. The name of the corporation is **SHEL-B TRADING CORP.** (the "Corporation").

2. Article I. NAME of the Articles of Incorporation is amended to read as follows:

The address of the principal office of the corporation shall be c/o Marcy Ribman, 3725 South Ocean Drive, #701, Hollywood, Florida 33019, and the mailing address of the corporation shall be the same.

3. Article VI, DIRECTORS is amended as follows:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its board of directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The name and address of the initial member of the board of directors is:

Marcy Ribman 3175 South Ocean Drive #701
Hollywood, Florida 33019

4. Article VII. OFFICERS is amended to read:

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Marcy Ribman, 3725 South Ocean Drive #701
P/S/T Hollywood, Florida 33019

3. The Amendment was recommended to the Board of Directors and the Corporation's shareholders on February 20, 2001.

4. This Amendment was approved by the holders of a majority of the Corporation's common stock, and the number of votes in favor of the Amendment was sufficient for approval.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

6. Except as herein modified, all other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

IN WITNESS WHEREOF, Shel-B Trading Corp. has caused these Articles of Amendment to be executed on the 3/5/01 day of March, 2001.

SHEL-B TRADING CORP., a Florida corporation

By: 

SHELDON LEVY, President

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 5th day of March, 2001, by SHELDON LEVY, President of SHEL-B TRADING CORP., on behalf of the corporation, who produced a Florida driver's license as identification.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

[NOTARIAL SEAL]

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