

PD1000033539

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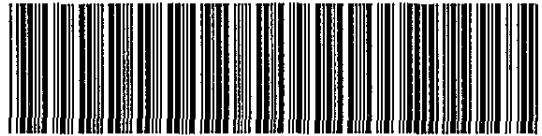
(Business Entity Name)

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12/13/02--D1053--021 **55.50

DEPT. OF STATE
TALLAHASSEE, FLORIDA

02 DEC 13 PM 4:06

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PS 12/30/02

Amend

July 19, 2002

Amendments Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

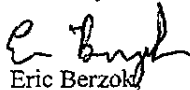
Attached to this cover letter are the following:

- 1) An Amendment document highlighting the changes to the Articles of Incorporation for Initial Steps, Inc. The changes to the articles are as follows:
 - a) Article V Section 1. Board of Directors - removal of Steve Ham as a member of the Board of Directors.. (Effective midnight July 19, 2002 or as early as possible).
 - b) Article VI Section 1 Officers - removal of Steve Ham as an Officer (Vice-President) of the company (Effective midnight July 19, 2002 or as early as possible).
 - c) Pre-Incorporation Subscription Addendum - Steve Ham forfeited his 100,000 shares of stock back to the company. (Effective midnight July 19, 2002 or as early as possible).
- 2) A copy of the original Articles of Incorporation for Initial Steps, Inc., with letter number 601A00019695 from Wanda Cunningham, Corporate Specialist. The original Articles of Incorporation was given document number P01000033539.
- 3) A copy of the separation agreement if needed.

Enclosed is a check for \$55.50 made out to the Department of State (\$35 - filing fee, \$ 11.75 - one certified copy of amended articles (10 original pages + 1 amendment page = 3 additional pages, \$8.75 - certificate of status).

For correspondence please contact me at 305-793-3707 or 2770 NE 15th Street, Suite 102, Fort Lauderdale, FL 33304.

Sincerely,



Eric Berzok
President, Initial Steps
Registered Agent, Initial Steps

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INITIALSTEPS, INC.**

FILED

02 DEC 13 PM 4:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendments adopted:

- a) Article V Section 1. Board of Directors - removal of Steve Ham as a member of the Board of Directors.. (effective midnight July 19, 2002). The directors are as follows: Milton Chiz and Eric Berzok.
- b) Article VI Section 1 Officers - removal of Steve Ham as an Officer (Vice President) of the company. (effective midnight July 19, 2002). The officers are as follows: Milton Chiz (CEO) and Eric Berzok (President, Vice President, Treasurer and Secretary).
- c) Pre-Incorporation Subscription Addendum - Stephen Ham has forfeited his right to purchase his original 100,000 shares of stock. (effective midnight July 19, 2002). The 100,000 shares will remain as Treasury Stock until re-issued by the company.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

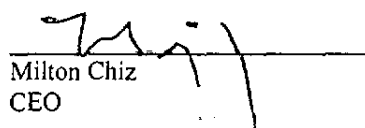
see above.

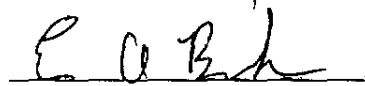
THIRD: The date for amendment (a) Article V Section 1 Board of Directors is July 19, 2002.
The date for amendment (b) Article VI Section 1 Officers is July 19, 2002.
The date for amendment (c) Pre-Incorporation Subscription is July 19, 2002.


FORTH: Adoption of Amendment(s) were approved by the shareholders. The number of votes cast for the amendment were sufficient for approval (unanimous).

Signed this 19th day of July 2002.

Signature


Milton Chiz
CEO


Eric A. Berzok
President


Steve Ham
Vice President
(thru July 19, 2002)