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BASIC AMENDMENT
GOLDSHIELD ACQUISITIONS INC.

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Name Change

5/17/01 DC

May 16, 2001

GOLDSHIELD ACQUISITIONS INC.
5201 BLUE LAGOON DRIVE SUITE 100
MIAMI, FL 33126

SUBJECT: GOLDSHIELD ACQUISITIONS INC.
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Darlene Connell
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GOLDSHIELD ACQUISITIONS INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts these Articles of Amendment to its Articles of Incorporation:

1. Article I of the Articles of Incorporation of Goldshield Acquisitions Inc., a Florida corporation, is hereby amended to read as follows:

"Article I"

NAME

The name of this corporation is:

Changes International, Inc.

The address of the principal office of this corporation is 1501 N. Point Parkway, Suite 100, West Palm Beach, Florida 33407 and the mailing address of this corporation is as follows:

Changes International, Inc.
c/o Thomas J. Skola, Esq.
Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126-2065

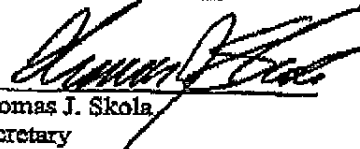
2. The foregoing amendment is made and adopted as of the date hereof by the sole shareholder and the directors of the corporation pursuant to a Unanimous Consent Action, a copy of which is attached hereto.

IN WITNESS WHEREOF, the undersigned officers of the corporation have executed these Articles of Amendment as of this 20th day of April, 2001.

Goldshield Acquisitions Inc.



Ajit Patel, as President



Thomas J. Skola
Secretary

01-66364

