COMPORATIONS

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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

: (850)205-0380

From:

Account Name : ACE INDUSTRIES, INC.

Account Number : 070744001530 Phone

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BASIC AMENDMENT

GOLDSHIELD ACQUISITIONS INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
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5/16/01

May 16, 2001-

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

SUBJECT: GOLDSHIELD ACQUISITIONS INC. REF: P01000034938

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Darlene Connell Corporate Specialist

FAX Aud. #: H01000066364 Letter Number: 301A00029778

DIVISION OF COAPORAT

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 Prosident

Thomas J. Skola

Secretary

STATE OF FLORIDA

))ss

COUNTY OF MIAMI-DADE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Thomas J. Skola, known to me and known by me to be one of the persons who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed these Articles of Amendment,

IN WITNESS WHEREOF, Lhave hereunto set my hand and affixed my official seal, in the state and county aforesaid, this /// day of April, 2001.

PARAL. BULL CAMAR NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

ROSA M. DE LA CAMARA
MY GOMMISSION # CC 850832
EXPIRES: Ociding 50, 2003
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CONSENT ACTION OF THE SOLE SHAREHOLDER AND DIRECTORS OF GOLDSHIELD ACQUISITIONS INC.

The undersigned, being the sole shareholder and all of the directors of Goldshield Acquisitions Inc., a Florida corporation, do hereby adopt the Articles of Amendment to the Articles of Incorporation of Goldshield Acquisitions Inc., dated as of April 20, 2001, in which the name of the corporation is changed to "Changes International, Inc."

DATED this 20th day of April, 2001

DIRECTORS

SOLE SHAREHOLDER:

Goldshield U.S.A. Inc.

Ajit Patel

Rakesh Patel

By:

Ajit Patel, as President

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