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Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

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-07/23/01--01126--026
*****35.00 *****35.00

Re: Articles of Amendment - Phenix Pipeline Corporation

Dear Sir:

Enclosed is an original and duplicate copy of the Articles of Amendment for the above corporation, together with minutes approving the amendment.

Please endorse your approval of the Amendment on the duplicate copy and return it to the attention of the undersigned.

A check in the amount of \$35.00 is enclosed to cover the cost of same.

If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

Yours truly,

THORNTON & TORRENCE, P.A.

Alfred W. Torrence, Jr., Esquire

*Amend
7-26-01
AKS*

01 JUL 23 PM 4:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosure
corporate\letter.amd 102201

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

OF

PHENIX PIPELINE CORPORATION

The undersigned Corporation, in accordance with the Florida General Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the corporation is Phenix Pipeline Corporation.
2. Article 4 of the articles of incorporation of Phenix Pipeline Corporation was amended as follows:

"This Corporation is authorized to issue 50,000,000 shares of \$0.001 par value common stock."

The Amendment has been adopted and approved by the sole Directors of the Corporation prior to the issuance of shares pursuant to 607.1005 Florida Statutes.

The Amendment shall become effective upon filing with the Florida Secretary of State. A copy of consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the Corporation this 22 day of June, 2001.

Phenix Pipeline Corporation

By: 

Robin Eckel, Director

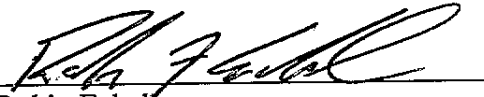
UNANIMOUS CONSENT IN LIEU OF SPECIAL
MEETING OF DIRECTORS OF

PHENIX PIPELINE CORPORATION

This Consent shall be in lieu of a special meeting of the Directors of Phenix Pipeline Corporation.

The undersigned, being the sole Director of Phenix Pipeline Corporation, acting without meeting, pursuant to the Florida General Corporation Act does hereby consent to changing the authorized capital structure of the Corporation to reflect 50,000,000 shares of \$0.001 par value common stock, and approves and adopts the foregoing Articles of Amendment.

DATED: June 22 2001


Robin Eckel