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Order Number Only

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2002 MAR -5 PM 2:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALIDATION ONLY

3/4/02 Linda

Requestor's Name

Address

City

State

ZIP

Phone

PBR

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*****35.00 *****35.00

CORPORATION(S) NAME

Hawk International, Inc.

DIVISION OF CORPORATION

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RECEIVED

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|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
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Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

C. Coulliette MAR 05 2002



Empire Toll Free: 1-800-432-3028

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
HAWK INTERNATIONAL, INC.**

The undersigned hereby petitions the Secretary of State for approval to amend the Articles of Incorporation which were originally filed on June 19, 2001, pursuant to the laws of the State of Florida, Chapter 607.

Authorized Shares

Article VIII of the Articles of Incorporation of the above named corporation is hereby deleted in its entirety, and is replaced by the following:

The amount of the total authorized stock of the corporation shall be Sixty Million Shares (60,000,000) at One Dollar (\$1.00) par value, consisting of Ten Million Shares (10,000,000) which shall be designated as "Class A - Common Shares" and Fifty Million (50,000,000) shares which shall be designated as "Class B - Common Shares".

The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor or services, at a judged valuation being fixed by the directors.

The amount of capital with which the corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

The following language shall be added to the Articles of Incorporation of the abovenamed corporation as Article X of said Articles:

Article X


Preferences: Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding "Class A - Common Shares". The right to vote shall be the only preference provided the "Class A - Common Shares".

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"Class A - Common Shares" and "Class B - Common Shares" shall share equally in any dividends, or upon any distribution of the assets of the corporation, due to the sale, transfer or liquidation of the corporation's assets.

The foregoing Amendments were adopted by the directors of the above named corporation on February 28, 2002 before the issuance of any shares.

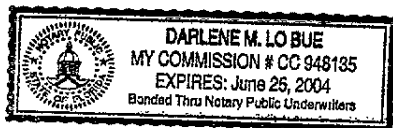
In Witness Whereof, the undersigned has hereunto set his hand and seal on this 28th day of February, 2002, for the purposes of amending Article VIII and adding Article X to the Articles of Incorporation.


Gerald R. Pumphrey
Director/President/Secretary

State of Florida
County of Palm Beach

The foregoing instrument was acknowledged before me, this 28th day of February, 2002, by Gerald R. Pumphrey, who is personally known to me.

Witness my hand and official seal in the County and State last aforesaid this 28th day of February, 2002.




Notary Public

DARLENE M. LO BUE
Printed Name of Notary

(Seal)

**MINUTES OF THE SPECIAL MEETING
OF
HAWK INTERNATIONAL, INC.**

FEBRUARY 28, 2002

We, the undersigned, being the only director of the above named corporation (there presently being no shareholders to said corporation), does hereby take the following action by this writing, signed and approved pursuant to the provisions of Section 607.1003, Florida Statutes, as of the date set forth above.


In order to provide for more efficient management of the corporation, it has been decided to have two (2) different classes of stock for the corporation. Accordingly, it was resolved as follows:

Resolved, that the corporation shall have two classes of stock. The director of the corporation is hereby authorized to amend the Articles of Incorporation to provide two classes of stock - "Class A" and "Class B". "Class A" shall be designated as a voting stock; while "Class B" shall have no voting privileges.

Further Resolved, that the director is hereby given authority to execute any and all documentation necessary to amend the Articles of Incorporation and By-Laws to effectuate the action taken at this meeting. The director is also authorized and directed to have said instrument filed in the Office of the Secretary of State of Florida.

Further Resolved, that the president and secretary be, and they are hereby authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolution.

This resolution constitutes the complete record of the above actions taken by the board of directors of the corporation as of the day set forth above.


Gerald R. Pumphrey
Sole Director