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Florida Department of State
Division of Corporations
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Account Name : EDWARD H. GILBERT, P.A.
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Phone : (561) 361-9300
Fax Number : (561) 361-9369

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 FEB 26 PM 4:06

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BASIC AMENDMENT

WELLBILT INTERNATIONAL CORPORATION

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DIVISION OF CORPORATIONS

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CERTIFICATE
OF
WELLBILT INTERNATIONAL CORPORATION
(the "Certificate")

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the secretary of Wellbilt International Corporation, a Florida corporation (the "Corporation"), hereby certifies the following:

1. Pursuant to Section 607.1003 of the Florida Business Corporation Act, the Articles of Incorporation (the "Existing Articles") of the Corporation were amended (the "Amendment") on April 18, 2003, a copy of which Amendment is attached hereto as Exhibit A, after action by consent of directors in lieu of meeting (the "Director Action"), dated April 18, 2003, a copy of which Director Action is attached hereto as Exhibit B and after consent of shareholders owning all of the outstanding voting stock of the Corporation in lieu of meeting (the "Shareholder Action") dated April 18, 2003, a copy of which Shareholder Action is attached hereto as Exhibit C.

2. Pursuant to the Shareholder Action, the Amendment was duly adopted by the shareholders owning all of the outstanding voting stock of the Corporation.

3. The date of this Certificate is April 18, 2003.

Wellbilt International Corporation

By: Paul F. Hicks

Paul F. Hicks, Secretary

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486
- (c.) (561) 361-9308
- (d.) ((H04000042412 3)))
- (e.) Florida Bar No. 180595

02/26/04 THU 15:51 FAX 5613619369

LAW OFFICES

003

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Exhibit A

Amendment to Articles of Incorporation

- (a.) Edward H. Gilbert, Esq.
 - (b.) 5100 Town Center Circle, Suite 430
 - (c.) Boca Raton, Florida 33486
 - (d.) (561) 361-9300
 - (e.) ((H04000042412 3)))
- Florida Bar No. 180595

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AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
WELLBILT INTERNATIONAL CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, Wellbilt International Corporation (the "Corporation") adopts the following Amendment (the "Amendment") to the Articles of Incorporation of the Corporation:

1. Article III of the Articles of Incorporation shall be deleted and the following Article III shall be inserted in its place:

ARTICLE III
CAPITALIZATION

The Corporation is authorized to issue One Hundred Million (100,000,000) shares of common stock, par value \$.0001 per share. Each share of common stock shall entitle the holder thereof to one vote. No holder of any of share of the common stock shall be entitle to any right of cumulative voting.

2. The Amendment was duly adopted after action by consent of directors in lieu of meeting (the "Director Action"), dated April 18, 2003, and after consent of shareholders owning all of the outstanding voting stock of the Corporation in lieu of meeting (the "Shareholder Action") dated April 18, 2003. Such Shareholder Action was sufficient for approval of the Amendment.

3. The effective date of this Amendment is April 18, 2003.

Dated: April 18, 2003

Wellbilt International Corporation, a Florida
corporation

By: _____

Alina Van Katwyk, President

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) (((H04000042412 3)))
- (e.) Florida Bar No. 180595

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Exhibit B

The Director Action

(a.) Edward H. Gilbert, Esq.
(b.) 5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486
(c.) (561) 361-9300
(d.) ((H04000042412 3)))
(e.) Florida Bar No. 180595

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**ACTION BY CONSENT OF DIRECTORS IN LIEU OF MEETING OF
WELLBILT INTERNATIONAL CORPORATION**

THE UNDERSIGNED, constituting all of the directors of Wellbilt International Corporation, a Florida corporation (the "Corporation") hereby take the following action by written consent in lieu of a meeting of the Board of Directors of the Corporation (the "Action"), in accordance with Section 607.0821 of the Florida Business Corporation Act, and direct that this Action be filed in the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that Article III of the Articles of Incorporation of the Corporation be amended to read as follows:

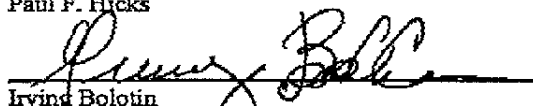
**ARTICLE III
CAPITALIZATION**

The Corporation is authorized to issue One Hundred Million (100,000,000) shares of common stock, par value \$.0001 per share. Each share of common stock shall entitle the holder thereof to one vote. No holder of any of share of the common stock shall be entitle to any right of cumulative voting.

IN WITNESS WHEREOF, each of the undersigned Directors of the Corporation have executed this Action for the purpose acknowledging approval of the matters set forth herein on this 18th day of April, 2003.

Directors:


Paul F. Hicks


Irving Bolotin


Alina Van Katwyk


Sherman Kronick

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H04000042412 3)))
- (e.) Florida Bar No. 180595

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Exhibit C

The Shareholder Action

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H04000042412 3)))
- (e.) Florida Bar No. 180595

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**CONSENT OF SHAREHOLDERS OWNING ALL OF THE OUTSTANDING VOTING STOCK OF
THE CORPORATION IN LIEU OF MEETING OF
WELLBILT INTERNATIONAL CORPORATION**

As of the date hereof, Two Million Nine Hundred Twenty Five Thousand (2,925,000) shares of the \$.0001 par value common stock (the "Outstanding Shares") of Wellbilt International Corporation (the "Corporation") are issued and outstanding.

The undersigned constituting the Shareholders owning and possessing all of the Outstanding Shares hereby take the following action by written consent in lieu of a meeting of the Shareholders of the Corporation (the "Action"), in accordance with Section 607.0704 of the Florida Business Corporation Act, and direct that this Action be filed in the minutes of the proceedings of the Shareholders of the Corporation:

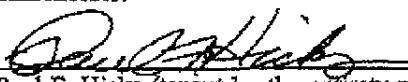
RESOLVED, that Article III of the Articles of Incorporation of the Corporation be amended to read as follows:

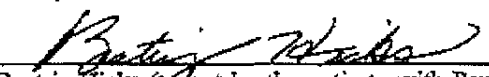
**ARTICLE III
CAPITALIZATION**

The Corporation is authorized to issue One Hundred Million (100,000,000) shares of common stock, par value \$.0001 per share. Each share of common stock shall entitle the holder thereof to one vote. No holder of any of share of the common stock shall be entitle to any right of cumulative voting.

IN WITNESS WHEREOF, the undersigned constituting the Shareholders owning and possessing all of the Outstanding Shares have executed this Action for the purpose of acknowledging the approval of the matters set forth herein on this 18th day of April, 2003.


Shareholder:


Paul F. Hicks (tenant by the entirety with Beatriz Hicks)


Beatriz Hicks (tenant by the entirety with Paul F. Hicks)

Number of Outstanding Shares Owned:
One Million Four Hundred Sixty Two Thousand
Five Hundred (1,462,500)

Shareholder:


Arnold Hartman

Number of Outstanding Shares Owned:
One Million Four Hundred Sixty Two Thousand
Five Hundred (1,462,500)

- (a) Edward H. Gilbert, Esq.
- (b) 5100 Town Center Circle, Suite 430
- (c) Boca Raton, Florida 33486
- (d) (561) 361-9300
- (e) (((H04000042412 3)))
- (f) Florida Bar No. 180595