

To: FL Dept. of State
Subject: 000438.41292

From: Kate Wonsor

Monday, August 15, 2005 12:01 PM

PD100007857r.

Florida Department of State
Division of Corporations
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0438.41292

BASIC AMENDMENT

CENTURION GOLD HOLDINGS, INC.

Certificate of Status	0
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Page Count	04
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8/15/2005 11:55:13 AM

FILED
05 AUG 15 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CENTURION GOLD HOLDINGS, INC.

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FILED
05 AUG 15 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all of the Directors of Centurion Gold Holdings, Inc., a corporation existing under the Florida Business Corporation Act (the "Corporation"), pursuant to Section 607.0704 of the Florida Business Corporation Act, do hereby confirm and ratify that the following actions and resolutions were previously consented to and adopted by the board of directors on December 15, 2004; and pursuant to this amendment, said actions and resolutions shall have the same force and effect as if taken or adopted at a meeting duly called and held therefor:

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation to confirm and ratify this amendment to the Articles of Incorporation (the "Amendment") of this Corporation as follows:

RESOLVED, that the Board of Directors recommended and deemed it advisable that the Articles of Incorporation of this Corporation be amended by deleting the existing ARTICLE VIII, Section 8.1" in its entirety and substituting therefore the following paragraph attached hereto as Exhibit A; and be it further

RESOLVED, that the aforesaid amendment was submitted to the vote of the shareholders of the Corporation at the annual meeting of shareholders held at 11:00 a.m. at the offices of Gersten Savage LLP, 600 Lexington, New York, NY 10022 on December 17, 2004 and the record date for determining shareholders entitled to vote at the annual meeting was November 24, 2004; and be it further

RESOLVED, that the amendment described above was approved by the shareholders of the Corporation on December 17, 2004; and be it further

RESOLVED, that a total of 49,823,750 shares of the Corporation's Common Stock were entitled to vote on such amendment and a total of 30,712,684 shares voted for the above-mentioned amendment; and be it further

RESOLVED: that the Notice of Meeting, Proxy Statement and form of Proxy for Annual Meeting of the Company (collectively the "Proxy"), in substantially the form provided to, or available for inspection by, the Board of Directors, and the terms and conditions set forth therein, were approved on December 15, 2004; and further

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RESOLVED, that Ritu Gupta was appointed as Inspector of Election for the Company on December 15, 2004 in connection with the Annual Meeting and any adjournment or postponement thereof; and further

RESOLVED: that Andrew Dale Paul (the "Authorized Officer") was authorized to execute and deliver, in the name of and on behalf of the Corporation, the Proxy and Amendment (collectively, the "Proxy Documents") and the execution by the Authorized Officer of the Proxy Documents or the doing of any act in connection therewith shall conclusively establish his authority therefore from the Corporation and the approval and ratification by the Corporation of the Proxy Documents so executed and the action so taken; and further

RESOLVED, that the Authorized Officer be, and hereby is, authorized to execute and file with the Secretary of State the Amendment.

RESOLVED, that in addition to and without limiting the foregoing, each officer of the Corporation be and hereby is authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as he may deem appropriate in order to effect the purpose or intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all action heretofore taken by such officer in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Corporation.

This Amendment may be executed in counterparts, each of which shall be deemed an original and all of which, when taken together, shall constitute one instrument.

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IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent this 10th day of August, 2005.

DIRECTORS:




Andrew Dale Paul



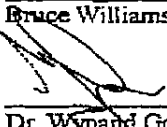
Arthur Johnson



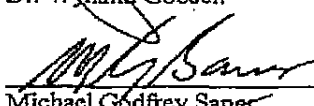
Keith Archie Hart



Bruce Williamson



Dr. Wynand Goosen



Michael Godfrey Saper

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EXHIBIT A

ARTICLE 8. Capitalization

8.1 Authorized Shares: The total number of shares of capital stock that the Corporation has the authority to issue is three hundred twenty million (320,000,000). The total number of shares of common stock is three hundred million (300,000,000) and the par value of each share of such common stock is one-hundredth of one cent (\$0.0001) for an aggregate par value of thirty thousand dollars (\$30,000). The total number of shares of preferred stock is twenty million (20,000,000) and the par value of each share of such common stock is one-hundredth of one cent (\$0.0001) for an aggregate par value of two thousand dollars (\$2,000).

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