POI 0000 87861

NORMAN L. SLOAN

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May 22, 2002

Florida Division of Corporations P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment

Ladies and Gentlemen:

Please find enclosed an original and one copy of <u>Articles of Amendment to Articles of Incorporation of Global Pacific, Inc.</u> for filing with your office and a check in the amount of \$35.00 for the filing fee.

Please return a filed/stamped copy to me in the enclosed postage prepaid envelope.

Thank you for your kind assistance.

Sincerely,

Norman L. Sloan

NLS:abh

Enclosure

cc: Richard M. Metcalf

05/30/02

DC

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

	GLOBAL PACIFIC,	INC.	 28
			STATE PH 2:
(present name)		 : 53	
	P01000087861	-	
	Document Number of Corpo	ration (If known)	

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

By deleting ARTICLE IV-CAPITAL STOCK in its entitety and inserting in its place the following:

"ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue Ten Million (10,000,000) shares of no par value common stock. The common stock shall have unlimited voting rights. In the event of a sale of the corporation, all shares shall be entitled to a distribution of the proceeds."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

This amendment shall be effective upon its filing.

THIRD:	The date of each amendment's adoption: May 21, 2002			
FOURTH	Adoption of Amendment(s) (CHECK ONE)			
۵	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.			
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):			
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"			
x	X The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.			
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.			
	Signed this 21st day of May , 2002			
Signature_	Richard M. Metcael			
-	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)			
	OR (By a director if adopted by the directors)			
	OR			
	(By an incorporator if adopted by the incorporators)			
	RICHARD M. METCALF (Typed or printed name)			
	(typed or printed name)			
	DIRECTOR(Title)			