

From:

Division of Corporations

08/19/2008 10:32

0022 P. 001/004

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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 617-6380

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
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Phone : (212) 947-7200
Fax Number : (212) 564-6083

** Attached is renewal
doc. Need 7/29/08 as
filing date.*

Thanks!

COR AMND/RESTATE/CORRECT OR O/D RES

GENESIS PHARMACEUTICALS ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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SECRETARY OF STATE
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From:

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#122 P.002/004

850-817-6381

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Florida Dept of State



August 18, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations
GENESIS PHARMACEUTICALS ENTERPRISES, INC.
MIDDLE SECTION, LONGMAO STREET, AREA A
LAIYANG CITY, YANTAI, SHANDONG PROVINCE
PEOPLE'S REPUBLIC OF CHINA, 71007-5

SUBJECT: GENESIS PHARMACEUTICALS ENTERPRISES, INC.
REF: P01000088520

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please give the date of adoption of the amendment by the shareholders or state that the amendment was adopted by the directors AND that shareholder action was not required.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H08000183478
Letter Number: 908A00046425

** Must return filing date
of 7/29/08.*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

From:

08/19/2008 10:33

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CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GENESIS PHARMACEUTICALS ENTERPRISES, INC.

Genesis Pharmaceuticals Enterprises, Inc., a corporation organized and existing under the laws of the State of Florida does hereby certify as follows:

1. The name of the corporation is Genesis Pharmaceuticals Enterprises, Inc. (the "Corporation").
2. The certificate of incorporation of the Corporation is hereby amended by striking out Article IV thereof and by substituting in lieu of said Article the following new Article IV:

"The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be: 900,000,000 shares of Common Stock, \$.001 par value per share and 20,000,000 shares of Preferred Stock, par value \$.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations, restrictions thereof and shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given."

The amendment of the certificate of incorporation of the Corporation herein certified was duly adopted, pursuant to the provisions of Section 607.1002 of the Florida Business Corporation Act, by at least a majority of the directors who have been elected and qualified and by approval of the shareholders as of June 3, 2008.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its Chief Executive Officer on this 3rd day of June 2008.

GENESIS PHARMACEUTICALS ENTERPRISES, INC.

By: 

Name: Cao Wubo

Title: Chief Executive Officer

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**WRITTEN CONSENT
OF THE HOLDERS OF A MAJORITY OF THE
VOTING STOCK
OF
GENESIS PHARMACEUTICAL ENTERPRISES, INC.**

The undersigned, constituting the holders of a majority of the shares of Common Stock (the "Stockholders") of Genesis Pharmaceutical Enterprises, Inc., a Florida corporation (the "Company"), do hereby adopt by this written consent, the following resolution with the same force and effect as if they had been adopted at a duly convened meeting on June 3, 2008:

WHEREAS, the Board of Directors of the Company, having considered increasing the number of authorized shares of the Company's Common Stock to 900,000,000 shares ("Capital Increase"), deems such increase advisable and in the best interests of the Company and its Stockholders.

NOW, THEREFORE, BE IT

RESOLVED, that, the Articles of Incorporation of the Company be and hereby are amended to increase the number of authorized shares of the Company's Common Stock to 900,000,000 shares, par value of \$0.001; and be it further

RESOLVED, that the Certificate of Amendment to the Articles of Incorporation substantially in form attached hereto as Exhibit A authorizing the Capital Increase be and hereby is in all respects approved.

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