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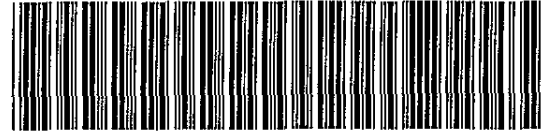
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Iva Heiden
ADULT ADOPTION BY PARENTS
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01/17/03--01043--019 **43.75

FILED
03 JAN 17 PM 12:00
TALLAHASSEE, FLORIDA

Rs 1/23/03

WESTERN SVL CORP.

730 FIFTH AVENUE, 9TH FLOOR

NEW YORK, NY 10019

PHONE: 212-307-3210

FAX: 212-307-3209

MEMO

TO	FROM
	Ivo Heiden
COMPANY	DATE
Department of State	
PHONE NUMBER	TOTAL NO. OF PAGES INCLUDING COVER
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RE	YOUR REFERENCE NUMBER

URGENT FOR REVIEW PLEASE COMMENT PLEASE REPLY PLEASE RECYCLE

NOTES/COMMENTS

Ladies and Gentlemen,

Enclosed please find the amended Articles of Incorporation for Western SVL Corp. Also find a check for the filing fees including \$8.75 for certified copies.

Thanks,

Ivo Heiden

ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION
OF WESTERN SVL CORP.

FILED
03 JAN 17 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, Western SVL Corp. (P02000001780) adopts the following Articles of Amendment to its Articles of Incorporation.

Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:
Article V is deleted in its entirety and replaced with the following:

Article V. Capital Stock

The Corporation shall have the authority to issue 100,000,000 shares of common stock, par value \$0.001 per share, which may be divided into classes and with the preferences, limitations and relative rights determined by the Board of Directors.

Article II. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted by the Board of Directors on January 13, 2003.

Article. III. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Western SVL Corp.

By: Richard Rubin

Name: Richard Rubin

Title: Secretary

Date: 01-14-2003

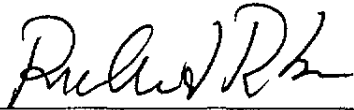
**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
WESTERN SVL CORP.**

At the special meeting of the Board of Directors of Western SVL Corp. (the "Corporation") duly called and held at 11:30 a.m. on the 13th day of January 2003, at 730 Fifth Avenue, 9th Floor, New York, NY, in accordance with the Corporation's Articles and by-laws and the Florida statutes, at which a quorum was present throughout, the following actions were taken by the Board of Directors:

RESOLVED, that the Board of Directors authorizes and approves the change of Article V of its Articles of Incorporation to increase the number of authorized common shares from 8,000,000 to 100,000,000.

FURTHER RESOLVED, that the Board of Directors execute such documents and take such further actions in order for the Corporation to effect the above resolutions on a date to be determined by the Board of Directors.

Present at the special meeting of the Board of Directors were Richard Rubin, corporate secretary and director, and Ivo Heiden, vice president and a director. By their signature below, the above resolutions have been duly authorized and adopted by a majority of the Corporation's Board of Directors.



Richard Rubin, Secretary and Director



Ivo Heiden, Vice President and Director