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April 30, 2002

Secretary of State
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

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-05/03/02--01109--009
*****43.75 *****43.75

Re: UltraHealth International, Inc.

Dear Sir:

Enclosed please find original and one copy of an Amendment to Articles of Incorporation for UltraHealth International, Inc., together with our Cost Account Check in the amount of \$43.75, to cover the cost of the following:

Filing Fee	\$ 35.00
Certified Copy	<u>8.75</u>
	\$43.75

Please return the Certified Copy to this office at your earliest possible convenience. Thank you for your cooperation.

Very truly yours,

JOHN L. KORTHALS

JLK/msb
Enclosures

FILED
02 MAY -3 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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KC

AMENDMENT TO
ARTICLES OF INCORPORATION OF
ULTRAHEALTH INTERNATIONAL, INC.

FILED
02 MAY -3 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of UltraHealth International, Inc., a corporation organized and existing under the laws of the State of Florida, filed with the office of the Secretary of State on April 1, 2002, are hereby amended as follows:

ARTICLE I - Name is hereby amended to read as follows:

Article I - Name

The name of this corporation is VENICE CONSULTING ASSOCIATES, INC.

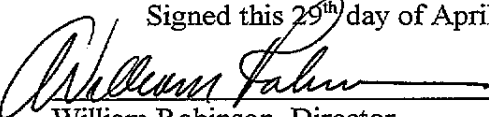
ULTRAHEALTH INTERNATIONAL, INC.

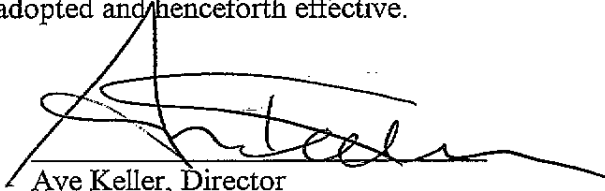
By: 
William Robinson, President

Attest: 
William Robinson, Secretary

The undersigned, being the only directors and owners of all the outstanding shares of capital stock of ULTRAHEALTH INTERNATIONAL, INC., a Florida corporation, do hereby agree to and manifest our intent that the foregoing Amendment to the Articles of Incorporation of ULTRAHEALTH INTERNATIONAL, INC., be adopted and henceforth effective.

Signed this 29th day of April, 2002.


William Robinson, Director

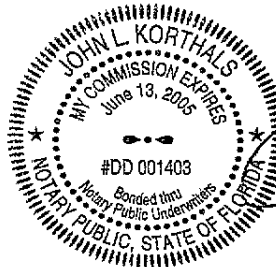

Ave Keller, Director

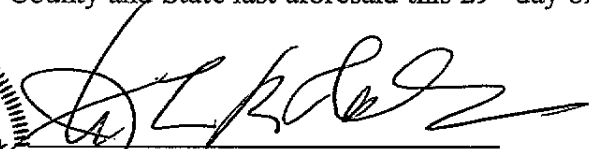
STATE OF FLORIDA

COUNTY OF BROWARD


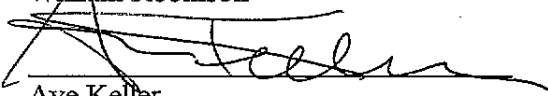
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared William Robinson, well known to me to be the President, Secretary and Vice President respectively, of ULTRAHEALTH INTERNATIONAL, INC., a Florida corporation, and that he acknowledged executing the foregoing Amendment freely and voluntarily under authority vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said Corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of April, 2002.




John L. Korthals, Notary Public
My Commission Expires:

We, William Robinson, the duly elected and acting President, Secretary and Vice President of ULTRAHEALTH INTERNATIONALS, INC., a Florida corporation, and Ave Keller, do hereby certify that we are the only directors of ULTRAHEALTH INTERNATIONAL, INC., and we have been duly elected and are so acting; and we also certify that we are the owners of all of the outstanding shares of stock of said ULTRAHEALTH INTERNATIONAL, INC., as shown upon the records thereof.


William Robinson

Ave Keller