P02000113477

(Requestor's Name)					
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(Address)					
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(City/State/Zip/Phone #)					
PICK-UP WAIT MAIL					
(Business Entity Name)					
(Document Number)					
Certified Copies Certificates of Status					
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SECRETARY OF STATE

Amend

T BROWN JUN - 4 2003

Don A. Paradiso P.A.

2401 East Atlantic Boulevard, Suite 314, Pompano Beach, Florida 33062 Suite 314 Washington Mutual Bank Tower (954) 782-5006 Fax (954) 782-4010

Don A. Paradiso Member, New York and Florida Bar

May 28, 2003

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Secretary of State of Florida Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

Re: Power Smoothie Café Franchising, Inc. P02000113477

Dear Sir or Madam:

Please file the enclosed amendment and return to me.

I enclose the following fees:

Amendment:

\$ 35.00

Cert. Copy

\$ 8.75

Also please send me a Certificate of Status.

Cert. Status

\$ 8.75

Total Enclosed

\$ 52.50

With any questions do not hesitate to call upon me.

Thank you for your kind attention to this matter.

Sincerely,

Don A. Paradiso, P.A.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



 POWER	SMOOTHIE	CAFE	FRANCHISING,	INC.	
· · · · ·					•
				·	
		(pres	ent name)		
	P0200011	3477			
	(Document I	lumber o	of Corporation (If know	wn)	

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)

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 100,000,000 shares of common stock at \$ 0.001 par value. Said stock shall be non-assessable and shall be payable in lawful money of the United States, or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

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:

THIRD:	the date of each amendment's adoption: May 21, 2003					
FOURTH:	Adoption of Amendment(s) (CHECK ONE)					
XX	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						
	(voting group)					
	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.					
Signature	Signed this 28th day of May, 2003					
515.hataro	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)					
	Don A. Paradiso, Esq., Secretary					
	OR					
	(By a director if adopted by the directors)					
	OR					
	(By an incorporator if adopted by the incorporators)					
	Don A. Paradiso					
	(Typed or printed name)					
	Secretary					
	(Title)					