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SECRETARY OF STATE
TAMPA, FLORIDA

Amend.
[Signature]
[Signature]

Barbara Lee
blee@ottolaw.com

February 2, 2004

VIA FIRST CLASS MAIL

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


Re: Bartholomew International Investments Limited, Inc.

Dear Sir or Madam:

On behalf of our client, Bartholomew International Investments Limited, Inc., a Florida corporation, enclosed please find an original and duplicate Articles of Amendment to the Articles of Incorporation of Bartholomew International Investments Limited, Inc. with Statement of Change of Registered Agent (the "Amendment with Statement of Change"), a check in the amount of Thirty-Five Dollars (\$35.00) for the filing fee, and a self-addressed postage-prepaid envelope. Please file one Amendment with Statement of Change and return the other conformed in the self-addressed postage-prepaid envelope provided for your convenience.

Should you have any questions or comments, please contact me. Thank you for your assistance in this matter.

Regards,


Barbara Lee
Paralegal

Enclosures

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BARTHOLOMEW INTERNATIONAL INVESTMENTS LIMITED, INC., FLORIDA

1. The name of the corporation is Bartholomew International Investments Limited, Inc.
2. The text of the amendments adopted are as follows:

"Article IV of the Articles of Incorporation is deleted in its entirety and hereby amended to read as follows:

ARTICLE IV.

SHARES

The number of shares the Corporation is authorized to issue is Two Hundred Million (200,000,000) shares consisting of:

- (a) 150,000,000 shares of common stock, no par value per share ("Common Stock");
- (b) 50,000,000 shares of blank check preferred stock, no par value per share ("Blank Check Preferred Stock");

1. COMMON STOCK

(a) Voting. Except as otherwise expressly provided by law, and subject to the voting rights provided to the holders of the Blank Check Preferred Stock by the Board of Directors, the Common Stock shall have exclusive voting rights on all matters requiring a vote of shareholders, voting together with the holders of the Blank Check Preferred Stock, as one class.

(b) Other Rights. Each share of Common Stock issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Common Stock unless the same is paid on all shares of Common Stock outstanding at the time of such payment. Except for and subject to those rights expressly granted to the holders of the Blank Check Preferred Stock, or except as may be provided by the laws of the State of Florida, the holders of Common Stock shall have exclusively all other rights of shareholders.

2. BLANK CHECK PREFERRED STOCK

(a) Issuance. The Blank Check Preferred Stock may be issued from time to time in one or more series. Subject to the limitations set forth herein and any limitations prescribed by law, the Board of Directors is expressly authorized, prior to issuance of any series of Blank Check Preferred Stock, to fix by resolution or resolutions providing for the issue of any series the number of shares included in such series and the designations, relative powers, preferences and rights, and the qualifications, limitations or restrictions of such series. Pursuant to the foregoing general authority vested in the Board of Directors, but not in limitation of the powers conferred

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on the Board of Directors thereby and by Florida law, the Board of Directors is expressly authorized to determine with respect to each series of Blank Check Preferred Stock:

(i) The designation or designations of such series and the number of shares (which number from time to time may be decreased by the Board of Directors, but not below the number of such shares then outstanding, or may be increased by the Board of Directors unless otherwise provided in creating such series) constituting such series;

(ii) The rate or amount and times at which, and the preferences and conditions under which, dividends shall be payable on shares of such series, the status of such dividends as cumulative or noncumulative, the date or dates from which dividends, if cumulative, shall accumulate, and the status of such shares as participating or nonparticipating after the payment of dividends as to which such shares are entitled to any preference;

(iii) The rights and preferences, if any, of the shareholders of such series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which amount may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and the status of the shares of such series as participating or nonparticipating after the satisfaction of any such rights and preferences;

(iv) The full or limited voting rights, if any, to be provided for shares of such series, in addition to the voting rights provided by law;

(v) The times, terms and conditions, if any, upon which shares of such series shall be subject to redemption, including the amount the shareholders of such series shall be entitled to receive upon redemption (which amount may vary under different conditions or at different redemption dates) and the amount, terms, conditions and manner of operation of any purchase, retirement or sinking fund to be provided for the shares of such series;

(vi) The rights, if any, of shareholders of such series to convert such shares into, or to exchange such shares for, shares of any other class or classes or of any other series of the same class, the prices or rates of conversion or exchange, and adjustments thereto, and any other terms and conditions applicable to such conversion or exchange;

(vii) The limitations, if any, applicable while such series is outstanding on the payment of dividends or making of distributions on, or the acquisition or redemption of, Common Stock or restrictions, if any, upon the issue of any additional shares (including additional shares of such series or any other series or of any other class) ranking on a parity with or prior to the shares of such series either as to dividends or upon liquidation; and

(viii) The conditions or restrictions, if any, upon the issue of any of any other class) ranking on a parity with or prior to the shares of such series either as to dividends or upon liquidation; and

(iv) Any other relative powers, preferences and participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of shares of such series; in each case, so far as not inconsistent with the provisions of this Article of Incorporation or Florida law as then in effect.

3. ISSUANCE OF CERTIFICATES

The Board of Directors shall have the authority to issue shares of the capital stock of this Corporation and the certificates therefore subject to such transfer restrictions and other limitations as it may deem necessary to promote compliance with applicable federal and state securities laws, and to regulate the transfer thereof in such manner as may be calculated to promote such compliance or to further any other reasonable purpose."

"Article VI of the Articles of Incorporation is deleted in its entirety and hereby amended to read as follows:

ARTICLE VI.

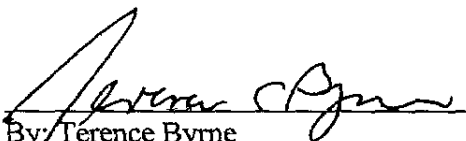
REGISTERED OFFICE AND AGENT

The registered office of the Corporation is 216 Hidden Pines, Panama City Beach, FL., 32408. The registered agent of the Corporation at that address is Terry Byrne."

3. The date of the amendment's adoption was November 10, 2003.
4. The amendment was adopted by the board of directors and shareholders of the Corporation. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated November 10, 2003

BARTHOLOMEW INTERNATIONAL INVESTMENTS
LIMITED, INC.


By: Terence Byrne
Its: President

STATEMENT OF CHANGE OF REGISTERED AGENT

1. The name of the corporation (the "Corporation") is:

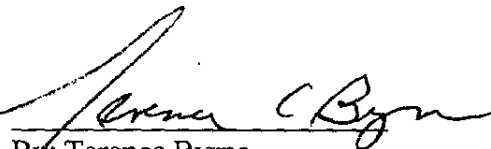
BARTHOLOMEW INTERNATIONAL INVESTMENTS LIMITED, INC.
2. The name and address of the current registered agent is:

Name: Stewart Merkin
Address: 444 Brickell Avenue, Suite 300, Miami, FL, 33131
3. The current registered agent and office are to be changed. The name and address of the new registered agent is:

Name: Terence Byrne
Address: 216 Hidden Pines, Panama City Beach, FL., 32408
4. The street address of the new registered office and the street address of the business office of the new registered agent, as changed, will be identical.
5. Written consent of new registered agent.

I, Terence Byrne, do hereby consent to serve as registered agent in the State of Florida for Bartholomew International Investments Limited, Inc. I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation, to forward all mail to the Corporation, and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the Corporation for which I am agent. I am familiar with and accept the obligation of registered agent.
6. The change of the registered agent was authorized by resolution duly adopted by the Corporation's board of directors.

DATED this 10th day of November, 2003.



By: Terence Byrne
President and director of the Corporation