

P26256

HARVEST INTERNATIONAL OF AMERICA, INC.

FLORIDA • BEIJING • TAIPEI
TAIWAN • HONG KONG

May 6, 1997

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amendment Changing Name of Corporation

600002216046--3
-06/18/97--01082--009
*****35.00 *****35.00

Dear Amendment Section:

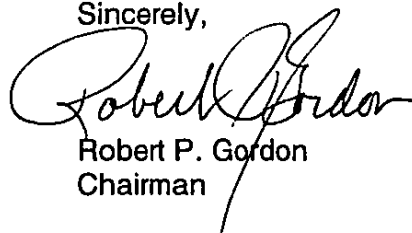
Enclosed please find the appropriate application for amendment, a certificate from the state of incorporation evidencing the amendment, and a check for \$52.50 for a certified copy of the change.

Please call if you have any questions.

000002173240--9
-05/09/97--01094--017
*****52.50 *****52.50

Return
ORIG. CERT.
per request
by Theresa Rainey
in letter of
June 13, 1997.
RBG/dlr
Enclosure
6-17-97

Sincerely,


Robert P. Gordon
Chairman

FILED
97 JUN 16 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/17/97
Name Change



HARVEST INTERNATIONAL OF AMERICA INC.
NEW YORK • HONG KONG • TEL AVIV

June 13, 1997

Office of the Secretary of State
ATTN: Darlene Connell
409 E. Gaines Street
Tallahassee, FL 32399

RE: HARVEST INTERNATIONAL OF AMERICA, INC.
Ref. Number: P26256

Dear Darlene,

Thank you for your phone call and personal attention to this matter. We have enclosed the original blue and white Certificate of Amendment of "Harvest International of America, Inc."

We respectfully request the return of this original to our office upon completion of its use by your office. If you should have any questions or need anything further in this regard, please contact me.

Thank you for your prompt attention to this matter.

Sincerely,
Harvest International of America, Inc.


Theresa R. Rainey
Assistant to the Chairman

Enclosures

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HARVEST INTERNATIONAL OF AMERICA, INC.

FLORIDA • BEIJING • HUBEI
TAIWAN • HONG KONG

May 29, 1997

Florida Department of State
Darlene Connell
Corporate Specialist
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: HARVEST INTERNATIONAL OF AMERICA, INC.
Ref. Number: F26256

In response to your letter of May 15, 1997, we have enclosed a copy of your letter, a corrected application form, a check in the amount of \$35 and the duly authenticated certificate from the State of Delaware.

Thank you for your assistance in this regard.

Sincerely,
Harvest International of America, Inc.

Theresa R. Rainey
Assistant to the Chairman

Enclosures



MAY 19 1997

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1997

ROBERT P. GORDON
HARVEST INTERNATIONAL OF AMERICA, INC.
100 SECOND AVE. SO., #1100, CITY CENTRE
ST. PETERSBURG, FL 33701

SUBJECT: HARVEST INTERNATIONAL OF AMERICA, INC.
Ref. Number: P26256

We have received your document for HARVEST INTERNATIONAL OF AMERICA, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly. ✓

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 797A00026084

RECEIVED
97 JUN 10 AM 9:00
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA
(s. 607.1504, F.S.)**

SECTION I (1-3 must be completed)

1. Harvest International of America, Inc. / Doc #P26256
Name of corporation as it appears on the records of the Department
State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: 9/29/89

FILED
97 JUN 16 PM 4:15
SECRETARY OF
TALLAHASSEE, FLORIDA

SECTION I (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was
the change effected under the laws of its jurisdiction of
incorporation?
3/7/97
5. Name of corporation after the amendment, adding suffix
"corporation," "company", "incorporated"
Heaven International, Inc.
6. If the amendment changes the period of duration, indicate new
period of duration.
N/A
7. If the amendment changes the jurisdiction of incorporation,
indicate new jurisdiction.
N/A

Robert P. Gordon
Signature

May 27, 1997
Date

Robert P. Gordon
Typed or printed name

Chairman
Title

State of Delaware
Office of the Secretary of State

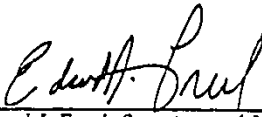
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HARVEST INTERNATIONAL OF AMERICA, INC.", CHANGING ITS NAME FROM "HARVEST INTERNATIONAL OF AMERICA, INC." TO "HEAVEN INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MARCH, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



2201616 8100
971075244


Edward J. Freel, Secretary of State

AUTHENTICATION: 8373379
03-14-97
DATE:

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
HARVEST INTERNATIONAL OF AMERICA, INC.**

HARVEST INTERNATIONAL OF AMERICA, INC., a corporation organized and existing under and by virtue of The General Corporation Law of Delaware, does hereby certify:

FIRST: That at a duly held meeting of the Board of Directors of said corporation, the Board duly adopted the following resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

"FIRST: The name of the Corporation is
Heaven International, Inc."

SECOND: The purpose of this amendment is to change the Corporation's name.

THIRD: That in lieu of a meeting and vote of stockholders, written consent of stockholders to said amendment has been given in accordance with the provisions of Section 228 of The General Corporation Law of the State of Delaware, and written notice of the adoption of the amendment has been given as provided in Section 228 of The General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

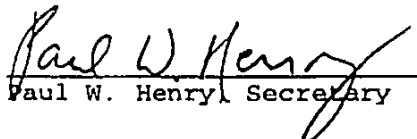
FOURTH: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Harvest International of America, Inc. has caused this Certificate to be signed by Robert P. Gordon, its Chairman, and attested by Paul W. Henry, its Secretary, this 25th day of February, 1997.

HARVEST INTERNATIONAL OF AMERICA, INC.


Robert P. Gordon, Chairman

ATTEST:


Paul W. Henry, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/07/1997
971075244 - 2201616