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January 25, 1999

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **Value Holdings, Inc.**
Articles of Amendment

400002755274--0
-01/26/99-01072-001
*****87.50 *****43.75

Gentlemen:

Enclosed please find 2 manually signed copies of the Articles of Amendment for Value Holdings, Inc., as well as a check for \$87.50 representing \$35.00 for the filing fee and \$52.50 for a return certified copy.

To acknowledge receipt of the enclosed filing, please date stamp the additional copy of this letter provided herewith and return it in the postage prepaid envelop enclosed for that purpose.

Very Truly Yours,

JONATHAN D. LEINWAND, P.A.

By: 

JONATHAN D. LEINWAND, ESQ.

Amend

VS FEB 1 1999

VALUE HOLDINGS, INC.

Articles of Amendment

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, VALUE HOLDINGS, INC., a Florida corporation, does hereby amend its Articles of Incorporation.

FILED
99 JAN 26 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation whose Articles of Incorporation are being amended by these Articles of Amendment is Value Holdings, Inc., a Florida corporation.

2. Article III of the Articles of Incorporation of Value Holdings, Inc., A Florida corporation, is hereby amended by deleting the first paragraph of said article with the following paragraph to be added in its place:

"Article III

CAPITAL STOCK

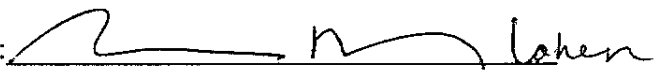
The total number of shares of capital stock which the corporation shall have the authority to issue is Nine Hundred Twenty Million (920,000,000) shares, consisting of Twenty Million (20,000,000) shares of Preferred Stock having a par value of \$.0001 per share and Nine Hundred Million (900,000,000) shares of Common Stock have a par value of \$.0001 per share."

3. The amendment to the Articles of Incorporation of Value Holdings, Inc., a Florida corporation, set forth in paragraph 2 above was duly adopted by the Board of Directors of the corporation as of January 6, 1999 and by the shareholders of the corporation on January 25, 1999.

4. The only voting group entitled to vote on the amendments to the Articles of Incorporation of Value Holdings, Inc., a Florida corporation set forth in paragraph 2 above was the holders of shares of Common Stock of the corporation . The number of votes cast in favor or such amendment by the members of such voting group was sufficient for approval by that voting group.

In witness whereof, the corporation, by and through its undesigned officer thereunto duly authorized, has executed these Articles of Amendment on January 25, 1999.

VALUE HOLDINGS, INC.

By: 
Alison Rosenberg Cohen,
President