

WALLBERG & RENZY, P.A.

ATTORNEYS AT LAW

18 Harrison Street  
Suite 101  
Hollywood, Florida 33020

TEL: (954) 920-4341

TEL: (954) 920-4341

P93000037262

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

400002065954--2  
-01/23/97--01047--020  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sirs:

Please return acknowledgement of filing to the registered  
agent at : Wallberg & Renzy, P.A.  
1918 Harrison Street  
#101  
Hollywood, Florida 33020

Thank you

*Ron Renzy*  
Registered  
Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JAN 23 PM 12:53

APPROVED  
AND  
FILED

*W*  
P93000037262  
Amended  
1-23-97

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
TREASURE QUEST, INC.**

The Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 21st day of May 1993, and assigned Document Number P93000037262, are hereby amended pursuant to written consent in lieu of meeting executed by the holders of all of the Corporation's Common Stock and all of the Corporation's Directors on the 14th day of January 1997, as follows:

**ITEM 1**

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

**ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Fifty Million (50,000,000.00) shares of common stock having no par value.

This Articles of Amendment to the Articles of Incorporation was adopted by the shareholders and directors on the 14th day of January, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 14th day of January, 1997.

BY:

  
\_\_\_\_\_  
Jack Birnholz  
President, Secretary, Director

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JAN 23 PM 12:53

APPROVED  
AND  
FILED