



File first
BBJ Chemical Compounds, Inc.
6802 Citicorp Blvd.
Suite 500
Tampa, Florida 33619
(813) 622-8550 • Fax (813) 623-4032

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*****43.75 *****43.75

April 24, 1998

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

Re: BBJ Chemical Compounds, Inc. - Document # P93000060291

Dear Sir or Madam:

Enclosed for filing with your office is an originally executed and copy of our Certificate of Amendment of Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$43.75 in payment of the following fees:

1.	Filing Fee	\$35.00
2.	Certificate of Status	<u>\$ 8.75</u>
	Total	\$43.75

Please forward stamped copy of the Articles of Amendment to our company office in the enclosed self-addressed envelope.

Thank you for your attention to this request.

Sincerely yours,

Jerry V. Schinella
President

JVS/mjg

Enclosures

FILED
98 MAY 18 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
NFT 5-20-98*

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
BBJ CHEMICAL COMPOUNDS, INC.**

FILED
98 MAY 18 PM 3: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article 5 of the Articles of Incorporation of BBJ Chemical Compounds, Inc., a Florida corporation, is hereby amended to read as follows:

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is thirty-five million (35,000,000) shares, of which thirty million (30,000,000) shares shall be Common Stock, par value of \$0.0005 per share and five million (5,000,000) shares shall be Preferred Stock, par value of \$2.00 per share.

The voting powers, designations, preferences and relative, participating optional or other rights, if any, and the qualifications, limitations or restrictions, if any, of the preferred stock, in one or more series, shall be fixed by one or more resolutions providing for the issue of such stock adopted by the Corporation's Board of Directors, in accordance with the provisions of the General Corporation Law of Florida and the Board of Directors is expressly vested with authority to adopt one or more such resolutions.

No holder of shares of the Corporation of any class, whether now or hereafter authorized, shall have any pre-emptive right to subscribe for, purchase or receive any shares of the Corporation of any class, whether now or hereafter authorized, or any options or warrants to purchase any such shares, or any securities convertible into or exchanged for any such shares, which may at any time be issued, sold or offered for sale by the Corporation.

No holder of shares of the Corporation of any class, whether now or hereafter authorized, shall have the right to vote such shares cumulatively in any election for the Board of Directors.

2. The purpose of this amendment, change and alteration to Article 5 is to effect a change in the aggregate number of shares which the Corporation shall have the authority to issue.
3. The amendments were adopted on April 15, 1998, by resolution of the board of directors and the written consent of the stockholders in accordance with Section 607.0704, Florida Statutes, representing a sufficient number of votes necessary to approve this amendment.

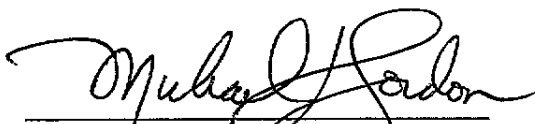
IN WITNESS WHEREOF, said BBJ Chemical Compounds, Inc. has caused this Certificate to be signed by Jerry V. Schinella, its President, and attested by Michael J. Gordon, its Secretary, this 15th day of April, 1998.

BBJ Chemical Compounds, Inc.

By: 

Jerry V. Schinella, President & COO

ATTEST:


Michael J. Gordon, VP & Secretary