

Division of Corporations

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

INTERNATIONAL COOPERATIVE CONSULTANTS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

AMEND
KJP
7/12/02 (5)



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date as file date

July 11, 2002

INTERNATIONAL COOPERATIVE CONSULTANTS, INC.
32700 US HIGHWAY 19 N
PALM HARBOR, FL 34684

SUBJECT: INTERNATIONAL COOPERATIVE CONSULTANTS, INC.
REF: P93000078796

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

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 (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000164549
Letter Number: 302A00043082

AMENDED
ARTICLES OF INCORPORATION
OF

INTERNATIONAL COOPERATIVE CONSULTANTS, INC.

The undersigned Shareholders, for the purpose of amending the Articles of Incorporation of the corporation under the Florida Business Corporation Act, hereby adopt the following Amended Articles of Incorporation, effective July 1, 2002.

ARTICLE I

NAME

The name of the corporation is:

INTERNATIONAL COOPERATIVE CONSULTANTS, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

32700 U.S. Highway 19 North
Palm Harbor, FL 34684

ARTICLE III

CAPITAL STOCK

A. Common Stock:

This corporation is authorized to have outstanding at any one time 9,000 share of \$1.00 per share par value common stock which shall be designated "Common Shares".

B. Preferred Stock:

This corporation is authorized to issue five million (5,000,000) shares of Series A Preferred Stock and forty-five million (45,000,000) shares of Series B Preferred Stock. Series A and Series B Preferred Stock shall each bear one tenth of one cent (\$0.001) par value. Preferred Stock in Series A and Series B constitute one Class of Stock.

Neither Series A nor Series B Preferred Shares shall be entitled to vote on any matter except those expressly required by the Florida Business Corporation Act. The redemption price for such shares shall be established by the Directors at the time such shares are issued and the corporation may, but need not, redeem Preferred Shares at the

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redemption price at any time. Holders of Series A and Series B Preferred Stock shall be entitled to receive a preferred dividend distribution equal to 2.4625% of the redemption price payable out of funds legally available therefore. Any distribution not paid will accumulate. Required distributions are not calculated with respect to accumulated dividends.

No distribution will be made with respect to Series B preferred Stock until all preferred dividends with respect to Series A Preferred Stock are fully paid. No distribution will be made with respect to Common Stock until all preferred dividends with respect to both Series A and Series B Preferred Stock have been paid.

ARTICLE IV

REGISTERED AGENT AND OFFICE

The name and address of the registered agent shall be as determined by the Board of Directors, and may be changed by the Board from time to time.

ARTICLE V

SHAREHOLDERS

The name and street address of the shareholders of the corporation at the time of this amendment are:

Regina M. Planes
854 Cypress Lake View Court
Tarpon Springs, FL 34689

James W. Keen
3530 NW 89th Way
Cooper City, Florida 33024

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on November 5, 1993.

ARTICLE VII

NATURE OF BUSINESS

Purposes: To engage in any lawful business, including to manufacture, produce, purchase or otherwise acquire, sell, import, export, distribute and deal in goods, ware, merchandise, materials, companies, corporations and other such entities of any kind and description.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE VIII

MANAGEMENT OF CORPORATION

The business and affairs of this corporation shall be managed by its Board of Directors.

ARTICLE IX

DIRECTORS

The number of directors may be fixed from time to time by the By-laws. The terms of office, duties and qualifications of directors shall also be provided by the By-Laws.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law and/or as specified in the corporate By-Laws.

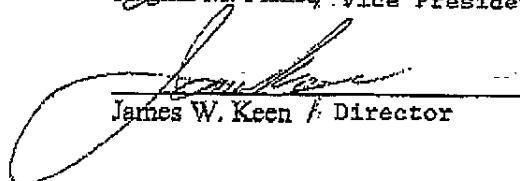
ARTICLE XI

AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in this Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

IN WITNESS WHEREOF, the undersigned shareholders have executed these Amended Articles of Incorporation this 9th day of July, 2002.


Regina M. Planes, Vice President


James W. Keen, Director