

P94 000050807 2 pg

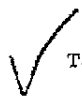
Florida Department of State
Division of Corporations
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((H03000133450 4))

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03 APR 29 PM 12:55
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CLEMENTS GOLDEN PHOENIX ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

EFFECTIVE DATE
5-13-03

n/c



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 23, 2003

CLEMENTS GOLDEN PHOENIX ENTERPRISES, INC.
3135 SW MAPP ROAD
PALM CITY, FL 34990USSUBJECT: CLEMENTS GOLDEN PHOENIX ENTERPRISES, INC.
REF: P94000050807

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.

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 2002 corporate annual report/uniform business report form. To reinstate, the corporation must submit a completed reinstatement application/annual report/uniform business report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600.00 reinstatement fee, \$61.25 filing fee per year for the years 2002 through the current year, \$88.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$900.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 2003 Annual Report/Uniform Business Report and Supplemental Fee.

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) 245-6906.

Darlene Connell
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Division of Corporations - P.O. BOX 6827 -Tallahassee, Florida 32314

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF Clements Golden Phoenix Enterprises, Inc.

FILED 03 APR 29 PM 12:55 SECRETARY OF STATE TALLAHASSEE FLORIDA H03000133450-4

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted) ARTICLE I: NAME

The name of the corporation shall be Atlas Resources International, Inc.: The principal place of business of this corporation shall be 3135 S.W. Mapp Road, P.O. Box 268, Palm City, FL 34991.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: April 22, 2003 to be effective May 13, 2003.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

[X] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

[] The amendment(s) was/were approved by the shareholder through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by [] voting group"

[] The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

[] The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 22nd day of April, 2003.

EFFECTIVE DATE

5-13-03

Sign name

[Signature] (By the Chairman or Vice Chairman of the Board of Directors, President or other officer by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Joseph Rizzuti Joseph Rizzuti

Typed or printed name

sole officer and director Chairman

Title