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BASIC AMENDMENT

CHAMPIONLYTE HOLDINGS, INC.

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T. Smith APR 29 2005

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CHAMPIONLYTE HOLDINGS, INC.

Pursuant to the provision of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to the articles of incorporation:

FIRST: Amendment adopted (indicate articles number being amended, added or deleted)

PARAGRAPH 1 OF ARTICLE IV, CAPITAL STOCK IS AMENDED TO READ AS FOLLOWS:

> The Corporation is authorized to issue up to 752,000,000 shares of capital stock of which 750,000,000 shall be designated as "Common Stock", each shares of which shall have the par value of $0.001 and 2,000,000 which shall be designated as "Preferred Stock", each of which shall have the par value of $1.00, except for 8,500 which shall have par value of $.001.

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

THIRD: The date of each amendment's adoption: April 27, 2005

FOURTH: Adoption of Amendment:

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

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

"The number of votes case for the amendment(s) was/were sufficient for approval by ______________________."
Voting group

☐ The amendment(s) was/were adopted by the Board of Directors without shareholders action and shareholder action was not required.

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

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Signed this 27th day of April, 2005

Signature: DAVID GOLDBERG

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors

OR

(By an incorporator of adopted by the incorporators

DAVID GOLDBERG
Typed or printed name

PRESIDENT
Title

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