

P95000049472

Emerging Growth Fund Corporation
2101 West State Route 434
Suite 221
Longwood, Florida 32779

October 22, 1999

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*****35.00 *****35.00

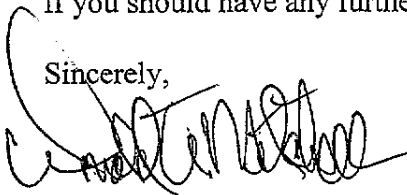
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Please find enclosed an application for reinstatement and an Amendment to the Articles of Incorporation for Emerging Growth Fund Corporation. I have also enclosed a check for \$1,200 to cover the cost of the reinstatement fee.

If you should have any further questions, please call me at (407) 772-4161.

Sincerely,



Donald A. Mitchell
President

FILED
00 JAN 18 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS JAN 26 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 21, 1999

DONALD A. MITCHELL
EMERGING GROWTH FUND CORPORATION
2101 WEST STATE ROAD 434, SUITE 221
LONGWOOD, FL 32779

SUBJECT: EMERGING GROWTH FUND CORPORATION
Ref. Number: P95000049472

We have received your document for EMERGING GROWTH FUND CORPORATION, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 499A00059733



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 1, 1999

EMERGING GROWTH FUND CORPORATION
% 2101 WEST S.R. 434., SUITE 221
LONGWOOD, FL 32779

SUBJECT: EMERGING GROWTH FUND CORPORATION
Ref. Number: P95000049472

We have received your document for EMERGING GROWTH FUND CORPORATION and check(s) totaling \$1200.00. However, your check(s) and document are being returned for the following:

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

Please list the title(s) of each officer in your document.

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) 487-6059.

Stacy Prather
Document Specialist

Letter Number: 399A00052182

ARTICLES OF AMENDMENT TO
EMERGING GROWTH FUND CORPORATION

THE UNDERSIGNED, being the sole director and president of Emerging Growth Fund Corporation, does hereby amend its Articles of Incorporation as follows:

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be Emerging Growth Fund Corporation.

ARTICLE II
PURPOSE

The Corporation shall be organized for any and all purposes authorized under the laws of the State of Florida.

ARTICLE III
PERIOD OF EXISTENCE

The period during which the Corporation shall continue perpetual.

ARTICLE IV
SHARES

The capital stock of this corporation shall consist of 400,000,000 shares of common stock, \$0.001 par value.

ARTICLE V
PLACE OF BUSINESS

The address of the principal place of business of this corporation in the State of Florida shall be 2101 West State Route 434, Suite 221, Longwood, FL 32779. The board of directors may at any time and from time to time move the principal office of this corporation.

ARTICLE VI
DIRECTORS AND OFFICERS

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

ARTICLE VII
DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire share or other securities of the corporation except to the extent to such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

FILED
JAN 18 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII
AMENDMENT OF BY-LAWS

Anything in these Articles of Incorporation, the By-Laws, or the Florida Corporation Act notwithstanding, by laws not be adapted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

ARTICLE IX
SHAREHOLDERS

- 9.1 Inspection of books. The Board of Directors shall make the reasonable rules to determine at what times and place and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.
- 9.2 Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not be applied to the Corporation.
- 9.3 Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholders shall constitute a quorum.
- 9.4 Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

ARTICLE X
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

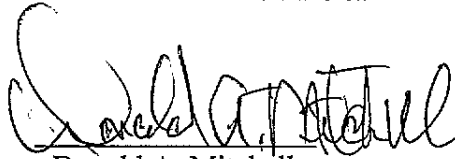
To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its by-laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interest of this corporation, and in conjunction therewith, to procure, at this corporation's expense policies of insurance.

ARTICLE XI
CONTRACTS

No contract or other transaction between this corporation and any person, or any corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, of at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on October 22, 1999 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF I have hereunto subscribed to and executed the Articles of
Incorporation on this 22th day of October, 1999.

A handwritten signature in black ink, appearing to read "Donald A. Mitchell". The signature is written in a cursive, flowing style with a large initial "D".

Donald A. Mitchell
President and Sole Director