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LAW OFFICE

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A PROFESSIONAL CORPORATION

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April 7, 1999 700002833217-2

04/08/99 UID62-007
*****35.00 *****35.00

Via Fedex

Florida Department of State
Amended Filing Section
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Surety Holding Corp.

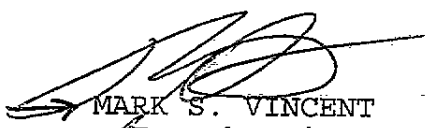
Dear Sir/Madam:

On behalf of Surety Holding Corp., a Florida corporation, enclosed for filing are an original and one (1) copy of an Amendment to the Articles of Incorporation of the company, together with our check in the amount of \$35.00 for the filing fee.

Please return confirmation of the filing as soon as possible.

Thank you.

Yours very truly,


MARK S. VINCENT
For the Firm

enc.

*Spoke to
4-14-99 about
Date of Approval
PMS*

*Amend
4-14-99
PMS*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR -8 PM 1:52

FILED

ARTICLES OF
AMENDMENT TO ARTICLES OF INCORPORATION
OF SURETY HOLDING CORP.
a Florida Corporation

The Undersigned, being the sole director and President of Surety Holdings Corp., a Florida corporation (the "Company"), does hereby amend the Article of Incorporation, as follows:

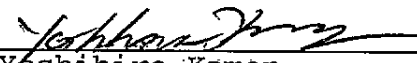
ARTICLE IV
SHARES

The capital stock of the Company shall consist of 200,000,000 shares common stock, \$.001 par value.

This Amendment shall be effective upon filing with the Florida Department of State.

The Undersigned hereby certifies that the within amendment was approved by the consent of a majority of the Company's shareholders and the unanimous consent of the Company's Board of Directors on 4-7-99.

IN WITNESS WHEREOF, the Undersigned has executed this Amendment as the sole Director and President of the Company.


Yoshihiro Kamon,
Director and President

Date: April 7, 1999

FILED
99 APR -8 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA