

P96000025387

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

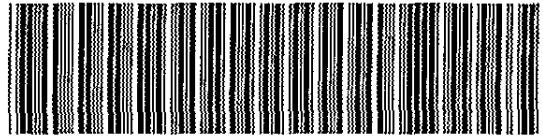
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Joseph Emas gave
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for Stephen Schatzman
on 2nd page.
cc 3/4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04-361

JOSEPH I. EMAS
ATTORNEY AT LAW
1224 Washington Avenue
Miami Beach, Florida 33139

February 25, 2003

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: The Havana Republic, Inc. (the "Company")

Dear Sir/Madam:

Enclosed please find the Articles of Amendment for The Havana Republic, Inc. Also enclosed is a check in the amount of \$35.00 to cover the filing fee.

If you have any questions regarding the above, please contact me at 305-866-3360.

Yours truly,



Joseph I. Emas

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE HAVANA REPUBLIC, INC.

FILED
03 FEB 26 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as attorney-in-fact for The Havana Republic, Inc., a Florida corporation, organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify that

1. The name of the Corporation is THE HAVANA REPUBLIC, INC., document number P96000025387.
2. The following provisions of the Articles of Incorporation of the Corporation are amended as follows:

COMMON STOCK

1. The Corporation shall have the authority to issue 500,000,000 shares of common stock, no par value.

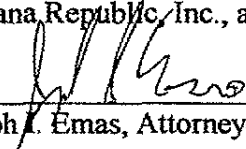
3. In accordance with Section 607.0123(1)(b) of the Florida Business Corporation Act, this amendment shall be effective upon its filing with the Florida Department of State.

4. The foregoing amendment was adopted the Corporation's Board of Directors pursuant to Section 607.0821 of the Florida Statutes.

5. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, The Havana Republic, Inc., has caused this Articles of Amendment to the Articles of Incorporation to be executed by the undersigned duly authorized officers of the Corporation as of the 14th day of February, 2003.

The Havana Republic, Inc., a Florida corporation

By: 
Joseph L. Emas, Attorney-in-fact For
Stephen SCHATZMAN