

MARSHALL DOUGLAS PLATT, P.A.

ATTORNEY AT LAW

MARSHALL DOUGLAS PLATT
BUSINESS LAW
CORPORATE LAW
COMMERCIAL LAW
PROPER LAW
WILLS, ESTATES & ESTATE PLANNING

EMERALD HILLS EXECUTIVE
SUITE ONE, SUITE 100
3500 SHERIDAN STREET
HOLLYWOOD, FLORIDA 33021
TELEPHONE (954) 963 2211
FT. LAUDERDALE (954) 532 4444
MIAMI (305) 949 4204
FACSIMILE (954) 963 2227

June 18, 1997

900002220229--6
-06/23/97--01132--017
*****87.50 *****87.50

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

RE: AMENDMENT TO ARTICLES OF INCORPORATION
OF JERUSALEM 3000 RESEARCH AND DEVELOPMENT, INC.

To Whom it May Concern:

Enclosed please find an original and one copy of the signed Amendment to Articles of Incorporation of Jerusalem 3000 Research and Development, Inc. and a check in the amount of \$87.50, which includes your fee for a certified copy of said amendment.

Further enclosed please find our self-addressed, stamped envelope for your convenience.

If you have any questions or problems, please do not hesitate to contact the undersigned.

Very truly yours,

MARSHALL DOUGLAS PLATT, P.A.
Attorney at Law

BY: Marshall D. Platt
MARSHALL D. PLATT, ESQUIRE

MDP/kgs

Enclosures

AMENDMENT TO
ARTICLES OF INCORPORATION

OF

JERUSALEM 3000 RESEARCH AND DEVELOPMENT, INC.

We, the undersigned, being President and Secretary of JERUSALEM 3000 RESEARCH AND DEVELOPMENT, INC., hereby certify that the following Amendment was unanimously adopted by the Chairman and Secretary, STEPHEN M. PLATT, of the corporation by unanimous consent at a meeting held on May 19, 1997:


ARTICLE III. CAPITAL STOCK is amended to read as follows:

"The corporation shall have TWENTY MILLION (20,000,000) SHARES with No Par Value and each share shall be sold for such consideration as may be fixed by the Board of Directors and in accordance with the Articles and the By-Laws of the corporation."

Approved by a majority vote of Shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

In all other respects, the Article of Incorporation shall remain as they were prior to this Amendment being adopted. Said amendment is adopted the 19th day of May, 1997.

Corporate Seal:


STEPHEN M. PLATT, Chairman,
Secretary, Director and Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 19th day of May, 1997, by STEPHEN M. PLATT, Chairman, Secretary and Director of JERUSALEM 3000 RESEARCH AND DEVELOPMENT, INC., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced N/A - Personally Known as identification and did (did not) take an oath.

NOTARY PUBLIC:

(sign) Kristine Smith
(print) Kristine Smith

State of Florida

My Commission Expires:



KRISTINE SMITH
MY COMMISSION # CC366963 EXPIRES
May 15, 1998
BONDED THRU TROY FAIR INSURANCE, INC.