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LAZARUS CORPORATE FILING SERVICE 3320 S.W. 87 AVENUE		02 FEB -7 SECRETARY TALLAHASSE
MIAMI, FLORIDA (305)552-5973		FIG. D
TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)		LORID LORID
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): 1. APOIHE CARY VENTURE CORPORATION, INC = (Corporation Name) (Document #)		
3. (Corporation Name)		
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(Corporation Name) Walk in Pick up time Mail out Will wait	2.00 Photocopy	(Document #) Certified Copy Certificate of Status
NEW FILINGS Profit	AMENDMENT Amendment	1000048911514 -02/08/0201003016 ******35.00 ******35.00
NonProfit	Resignation of R.A.,	Officer/Director
. Limited Liability	Change of Registered	7
Domestication	Dissolution/Withdraw	al
Other	Merger	C Coulting
Annual Repolit Fictitious Name Name Reservation	REGISTRATION/ QUALIFICATION Foreign Limited Partnership Reinstatement Trademark	C. Couliette FEB 0 8 2002
	Other	

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPOARTION OF APOTHECARY VENTURE CORPORATION, INC.

02 FEB -7 PN 4: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 Article "V" of the Articles of Incorporation of APOTHECARY VENTURE CORPORATION, INC., is hereby amended as follows:

"AUTHORIZED SHARES. The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000,000 shares of common stock having a par value of \$.001 per share."

- 2. Immediately following the filing of this Amendment to the Articles of Incorporation with the Florida Department of State, each of the shares of the corporation's common stock then issued and outstanding shall immediately thereupon be split at the rate of eighty-five thousand (85,000) new shares for each one old share of the said issued and outstanding common stock. The President and Secretary are authorized to execute certificates representing the new number of shares immediately upon the surrender of the old certificate by its holder.
- 3. In accordance with the provisions of Florida Statutes §607.1006, the foregoing Amendment was unanimously adopted to the by The Board of Directors and Shareholders of the corporation on 12.1...., 2001.

IN WITNESS WHEREOF, the undersigned President and Director of the corporation have executed these Articles of Amendment of the Articles of Incorporation this ______ day of _________, 2001.

GEORGE L. FERNANDEZ/President and Director