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March 11, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attention: Amendments

RE: Pro Star, Inc.

000002458190--2
-03/16/98--01079--004
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed for filing with the Secretary of State's Office are the Articles of Amendment to the Articles of Incorporation of Pro Star, Inc., together with the Joint Action by the Directors and Shareholders Holding the Majority of Voting Stock of Pro Star, Inc. Enclosed is a check in the amount of \$35.00 to cover the filing costs. Please forward confirmation of filing to my attention.

If you have any questions, please do not hesitate to contact me.

Very truly yours,
GARY M. KRASNA, P.A.


Gary M. Krasna

cc: Pro Star, Inc.

98 MAR 25 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Handwritten notes:
OK
Amend
997000091707
4/98
3-25-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1998

GARY M. KRASNA, P.A.
1900 CORPORATE BLVD., N.W.
SUITE 301, WEST BLDG.
BOCA RATON, FL 33431

SUBJECT: PRO STAR, INC.
Ref. Number: P97000091707

We have received your document for PRO STAR, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 098A00014918

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PRO STAR, INC.

The following provision of the Articles of Incorporation of PRO STAR, INC., a Florida corporation ("Corporation"), filed with the Department of State on October 24, 1997, Charter No. P97000091707, be, and it is hereby, amended as shown below:

Article II of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE II

The street address of the principal office of the Corporation is:

9656 West Lake Court
Boca Raton, Florida 33434

98 MAR 25 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Article III of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE III

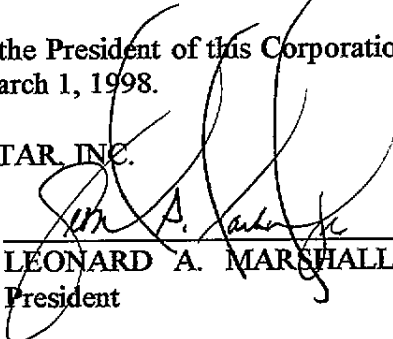
The maximum number of shares this Corporation is authorized to issue is Ten Million (10,000,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The par value for each authorized share is \$.001.

The foregoing amendment was adopted by a Joint Corporate Action by the Directors and the Shareholders holding a majority of the voting stock of this Corporation, effective as of March 1, 1998. The number of votes cast by the shareholders of this Corporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has adopted and executed these Articles of Amendment as of March 1, 1998.

PRO STAR, INC.

By:


LEONARD A. MARSHALL, JR.,
President