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October 18, 2001

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314-6327

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*****43.75 *****43.75

Re: Solarveil America, Inc.

Dear Sir or Madam:

I am enclosing our firm check in the amount of \$43.75 in connection with the above corporation for the following:

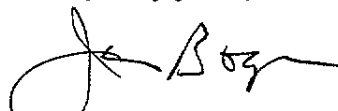
Amendment Fee	\$35.00
<u>Certified Copy</u>	<u>8.75</u>
 TOTAL	 \$43.75

FILED
OCT 19 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I am also enclosing the original and a copy of the Articles of Amendment of Articles of Incorporation. Please return the copy to this office once it has been certified.

Your assistance in this matter is appreciated.

Very truly yours,


JAMES B. BOGNER

JBB:as
Enclosures

Amend

ARTICLES OF AMENDMENT

to

**ARTICLES OF INCORPORATION
of
SOLARVEIL AMERICA, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document Number P97000094376

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended as follows:

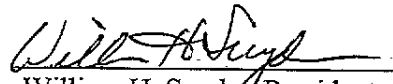
1. Article VI is amended to read as follows:

"ARTICLE VI

The aggregate number of shares which the Corporation shall have the authority to issue shall be 100,000 shares of common stock. Each of such shares shall have a par value of \$.10 per share."

2. The above amendment has been adopted by the shareholders of the Corporation entitled to vote thereon, by a vote sufficient for approval, at a special meeting of the shareholders held October 16, 2001, pursuant to Section 607.1003(6), as required by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 16th day of October, 2001.



William H. Snyder, President
SOLARVEIL AMERICA, INC.