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Fax Number : (850) 922-4000

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Account Name : TUCKER & TIGHE, P.A.

Account Number : I19990000051

Phone : (954) 467-7744

Fax Number : (954) 467-7905

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BASIC AMENDMENT

BARNET WORLDWIDE ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

AMEND
CRS 4-8

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
To the Articles of Incorporation of
BARNET WORLDWIDE ENTERPRISES, INC.**

The Articles of Incorporation of BARNET WORLDWIDE ENTERPRISES, INC. filed April 27, 1998 are hereby amended pursuant to Fla. Stat. 607.1006, as follows:

1. Article III is revised to read as follows:

Article III - Capital Stock. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Ten Million (10,000,000) shares of common stock having a nominal or par value of One Hundredth of a Cent (\$.0001) per share.

2. Existing shares issued from the previously authorized amount of 500 shares will be exchanged for new shares on the basis of 20,000 new shares for each previously issued share.

3. This Amendment to the Articles of Incorporation of BARNET WORLDWIDE ENTERPRISES, INC. was adopted on March 31, 1999 by written consent signed by shareholders holding a majority of the shares of the Corporation, pursuant to Fla. Stat. §607.0704(1). The number of votes cast for this Amendment was sufficient for approval, and such vote was, in fact, unanimous in favor of this Amendment.

I, the undersigned, being President of the foregoing corporation, do hereby certify that the foregoing constitutes the true and correct Articles of Amendment to the Articles of Incorporation of BARNET WORLDWIDE ENTERPRISES, INC. and I hereby declare and certify that the facts stated herein are true.


HANAN BEN AVI, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

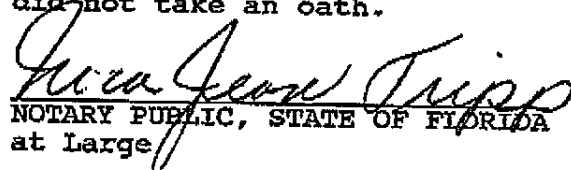
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared HANAN BEN AVI, President of BARNET WORLDWIDE ENTERPRISES, INC., a Florida corporation, () who is personally known to me OR () has produced _____ as identification, and (x) did OR (x) did not take an oath.

My Commission Expires:



Nora Jean Tripp
MY COMMISSION # C0644220 EXPIRES
May 4, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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NOTARY PUBLIC, STATE OF FLORIDA
at Large

Prepared by: Thomas J. Tighe, Esq., 800 E. Broward Blvd., #710, Ft. Lauderdale, FL 33301;
(954) 467-7744; Florida Bar NO. 352578

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