



P98000054384

The Winners Circle

P O BOX 720157
5454 HOFFNER AVE., SUITE 102
ORLANDO, FLORIDA 32872-0157

September 4, 1998

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

RE: Winners International Nutritional Network Systems, Inc.
P98000054384

Dear Sir or Madam:

100002637051--9
-09/11/98-01053-005
*****87.50 *****87.50

Enclosed for filing are the original and one copy of the Articles of Amendment to Articles of Incorporation of:

WINNERS INTERNATIONAL NUTRITIONAL NETWORK SYSTEMS, INC.

Please forward all appropriate documents showing your filing date to the address shown above. A check in the amount of \$87.50 for the filing fee and a certified copy is enclosed.

Sincerely,


Thomas E. Acey, Jr.
Registered Agent

TEA/ta
Enclosures

FILED
98 SEP 11 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
LTS 9-18-98

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WINNERS INTERNATIONAL, NUTRITIONAL NETWORK SYSTEMS, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

ARTICLE I: NAME

The principal place of business of this corporation shall be :

**5425 S. SEMORAN BLVD, SUITE 8
ORLANDO, FLORIDA 32822**

ARTICLE IV: AUTHORIZED SHARES

The corporation shall be authorized to create and issue 10,000,000 shares of Common Stock and 450,000 shares of Series A Preferred (non-voting) stock. The whole or any part of the authorized shares of the corporation may be used for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the corporation, having a value as is determined from time to time by the Board of Directors of the corporation, not less than the par value of the stock to be issued.

SECOND: The date of each amendment's adoption: August 28, 1998.

THIRD: Adoption of Amendments:

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 3rd day of September, 1998.

Signed by:


Frank D. Cone, President

**FILED
98 SEP 11 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**