

P98000057408

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BASIC AMENDMENT
ASTURIAS INDUSTRIES, INC.

Certificate of Status	0
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Amendment

12/3/01

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ASTURIAS INDUSTRIES, INC.

The following provision of the Articles of Incorporation of Asturias Industries, Inc., a Florida corporation (the "Corporation"), Charter Number P98000057408, be, and it is hereby, amended as set forth below:

Articles 3 and 5 of the Articles of Incorporation of the Corporation are amended by deleting each such Article in its entirety and inserting new Articles 3 and 5 to read as follows:

ARTICLE 3 - MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and address of the principal office of the Corporation is 22154 Martella Avenue, Boca Raton, FL 33433.

ARTICLE 5 - CORPORATE CAPITALIZATION

The total authorized capital stock of the Corporation shall consist of Ten Million (10,000,000) shares of Common Stock, par value \$0.001 per share. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation each share of Common Stock shall be entitled to one vote per share. Subject to the rights of any outstanding class or series of capital stock ranking senior to Common Stock as to dividends, dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking senior to Common Stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

The foregoing amendment was adopted by Written Consent of the Board of Directors and Majority Shareholders dated as of November 30, 2001. The number of votes cast by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 30th day of November, 2001.

ASTURIAS INDUSTRIES, INC.


Peter Goldstein, President

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