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AUTHORIZATION :

Patricia Pizot

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CUSTOMER NO: 4372512

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RECEIVED
02 MAY -9 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: ASTURIAS INDUSTRIES INC..

EFFECTIVE DATE:

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XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

Amend N.C.

C. Coulliette MAY 09 2002

CONTACT PERSON: Angie Glisar EXT# 1124

EXAMINER'S INITIALS: _____

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

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, Asturias Industries, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Amendment Article I - Name

The name of the Corporation is amended to read as follows:

Fishtheworld Holdings, Inc.

Amendment Article V-Corporate Capitalization

The corporate capitalization of the Corporation is amended to read as follows:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time one time is 100,000,000 shares of common stock at \$.001 par value and 10,000,000 shares of preferred stock at \$.001 par value.

Article II. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on May 7, 2002.

Article III. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and no shareholder approval was required.

The undersigned executed this document on the date shown below.

By: Peter Goldstein

Name: Peter Goldstein

Title: President/Director

Date: May 7, 2002

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