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FILED
98 JUL 24 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 24, 1998

VIA AIRBORNE EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

900002599409-7
-07/27/98--01075-010
*****87.50 *****87.50

Reference: Health Express U.S.A., Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Amendment of the above referenced entity, as well as copies of directors' and shareholders' resolutions authorizing the Amendment and a check in the amount of \$87.50 to cover the cost of the filing fee (\$35) and certified copy cost (\$52.50). Please file this document and mail the certified copy back to this office. Feel free to contact me if you have any questions.

Returned

Sincerely,

BLUME LAW FIRM, P.C.

Lori A. Van Daele
Paralegal

FILED
98 JUL 27 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

LVD

VS JUL 28 1998

Amend.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HEALTH EXPRESS U S A , INC.**

FILED
98 JUL 27 AM 9
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article 7 is amended to read as follows:

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is fifteen million (15,000,000) shares of common stock, each share having the par value of \$0.001.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: July 21, 1998

FOURTH: Adoption of Amendment(s) (CHECK ONE)

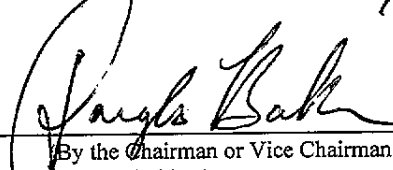
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21 day of JULY, 19 98.

Signature



By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Douglas Baker
Typed or printed name

President
Title