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SOUTH BEACH CONCEPTS, INC.

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Sarasota, Florida 34232

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FILED
JUN -9 AM 8:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

June 8, 2000

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

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-06/09/00-01069-007
*****87.50 *****43.75

RE: South Beach Concepts, Inc.

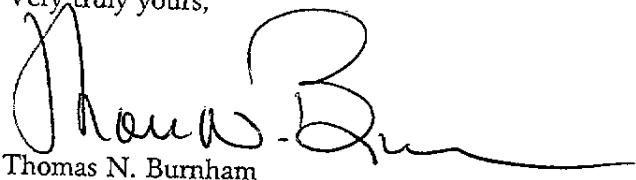
Dear Sir/Madam:

Enclosed for filing is an original and one copy of Articles of Amendment to Articles of Incorporation for the referenced corporation. Please file and send a certified copy of the document.

Also enclosed is our remittance for the fees in the amount of \$87.50

If you have any questions, please call.

Very truly yours,


Thomas N. Burnham

TNB/lat
enclosure

AMEND
FRC
12-15

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOUTH BEACH CONCEPTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.10025 and 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: On June 5, 2000, the Board of Directors of the Corporation adopted a resolution, without shareholder consent or action, which said shareholder consent or action was not required, approving a combination of the Corporation's shares, and authorizing the amendment to the Corporation's Articles of Incorporation set forth below.

SECOND: The amendment to the Articles of Incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the combination exceeding the percentage of authorized shares that were unissued before the combination.

THIRD: The shares of the common and of the preferred classes of the capital stock of the Corporation are to be combined on a 1 for 3 basis. There are issued and outstanding 25,436,955 shares of the common capital stock of the Corporation which are to be combined into 8,478,985 shares of common capital stock. There are no shares of issued and outstanding preferred stock.

FOURTH: ARTICLE 4: CAPITAL STOCK of the Articles of Incorporation is amended to read as follows:

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue two (2) classes of shares of stock, as follows:

Common

Sixteen Million Six Hundred Sixty-Six Thousand Six Hundred Sixty-Six and 2/3 (16,666,666 and 2/3) shares of Common Capital Stock having no par value and a stated value of one-third of \$.01 per share. This class of stock shall be voting stock and shall have the right to vote to elect all members of the Board of Directors, and shall have the right to vote on all issues affecting the Corporation on which shareholders are entitled to vote as provided by these Articles, the By-Laws and by law. The issued and outstanding shares of this class of stock shall have rights to dividends, distributions and liquidation proceeds upon dissolution of this Corporation. All of the foregoing such rights of each issued and outstanding share of Common Capital Stock shall be identical to the rights of every other issued and outstanding share of Common Capital Stock.

Preferred

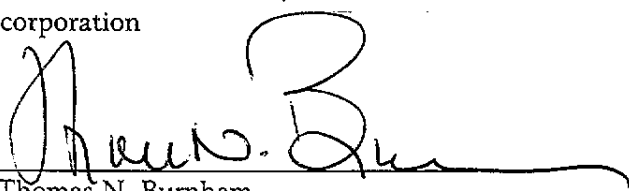
Five Million (5,000,000) shares of Preferred Capital Stock having no par value and a stated value of one-third of \$.01 per share. This class of stock shall have such voting rights, such rights to elect directors, such rights to vote on issues affecting the Corporation on which shareholders may be entitled to vote, and such rights to dividends, distributions and liquidation proceeds upon dissolution of this Corporation, together with and including such powers, limitations, preferences and qualifications as the board of directors may determine before the issuance thereof and as shall be consistent with and within the limits of Section 601 of the Florida Business Corporation Act, Sec. 607.0601 Florida Statutes. The board of directors may divide the stock of this class into any number of series thereof as provided in Section 602 of the Florida Business Corporation Act, Sec. 607.0602 Florida Statutes. Before issuing any shares of stock of this class or any series thereof, the Corporation shall cause to be filed articles of amendment to these articles of incorporation as required by Section 602 of the Florida Business Corporation Act, Sec. 607.0602 Florida Statutes, which said articles of amendment shall be effective upon adoption by the board of directors without shareholder action.

FIFTH: The effective date of the adoption of the foregoing amendment is June 5, 2000.

IN WITNESS WHEREOF, the undersigned has executed these ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION this 5th day of June, 2000.

SOUTH BEACH CONCEPTS, INC. a
Florida corporation

By: _____


Thomas N. Burnham
President and a Director