

P98000066576

February 17, 1999

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

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*****52.50 *****52.50

To the Secretary of State:

By unanimous consent of all the stockholders per Article X of Pristine Oyster.com's Articles of Incorporation, a Florida corporation incorporated July 29, 1998 and assigned document number P9800008676, we offer the following Amendment to our Articles of Incorporation:

ARTICLE IV - STOCK CLAUSES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000,000 shares of common stock, 2,250,000 of which shall be held in escrow by the Board of Directors to be issued for future services or benefits to be provided to the Corporation, 3,700,000 shall be issued immediately. All or any part of said stock of this corporation may be paid for wholly or in part for cash or for the purchase of property, patents, contracts, labor or service at a just valuation to be fixed by the Directors of this corporation at any regular or special meeting and any and all shares so issued shall be fully paid and non-assessable.

Please send two copies of the amended Articles of Incorporation to our office after the change is made. A check is enclosed to cover the following fees:

Filing fee	\$35
<u>Two (2) Certified Copies</u>	<u>\$17.50</u>
Check amount	\$52.50

Please mail the certified copies to:

Mr. Fred William Thomas, CEO
Pristine Oyster.com
45 Alan Drive
Apalachicola, FL 32320

Respectfully submitted by:



FRED WILLIAM THOMAS, PRESIDENT, CEO, and CHAIRMAN OF THE BOARD

FILED
99 APR 26 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
4-27-99
CC



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 16, 1999

MR. FRED W. THOMAS
45 ALAN DR.
APALACHICOLA, FL 32320

SUBJECT: PRISTINE OYSTER.COM, INC.
Ref. Number: P98000066576

We have received your document for PRISTINE OYSTER.COM, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Minutes are not filed with the Division of Corporations and should be kept with the records of the corporation. Any changes that are being made to the articles of incorporation can be made by filing articles of amendment. Enclosed is an amendment form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 299A00012678

DIVISION OF CORPORATIONS

99 APR 26 AM 10:30

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Pristine Oyster.com
Effective 4/21/1999

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 IV - Stock Clauses

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000,000 shares of common stock, 2,250,000 of which shall be held in escrow by the Board of Directors to be issued for future services or benefits to be provided to the Corporation, 3,700,000 shall be issued immediately. (remainder unchanged)

Changes to Article IV are underlined.

Article VIII - Incorporator Information

The name and street addresses of each subscriber to these articles of incorporation, the number of shares of common stock each agrees to take and the value of the consideration therefor are:

Mr. Fred W. Thomas 3,000,000 shares
45 Alan Drive
Apalachicola, FL 32320

Mr. Robert C. Mills 700,000 shares
610 Mac Glen Ross Drive
Oviedo, FL 32765

Changes to Article VIII are underlined.

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: Article IV - February 1, 1999,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VIII - September 17, 1998

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

- (X) 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 21st day of April, 1999 .

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)

Fred W. Thomas

Typed or printed name

President

Title