

P98000095740

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FILED
98 DEC 21 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 4, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600002733886--6
-12/21/98--01097--016
*****70.00 *****35.00

Re: Appalachian Resources Corporation (the "Company")

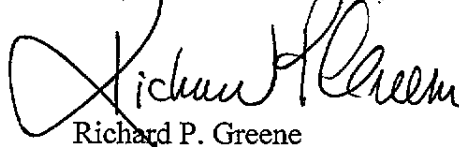
Dear Sir or Madam:

In connection with the above referenced Company, this correspondence is to request that you file the enclosed Articles of Amendment to the Articles of Incorporation. In that regard, I am enclosing an original and one copy of said Amendment. Also enclosed is a check for \$35.00 made payable to the Secretary of State for the filing fee. Please send a copy of the filed Articles of Amendment to me at 2455 East Sunrise Boulevard, Suite 905, Ft. Lauderdale, Florida 33304.

If you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,

RICHARD P. GREENE, P.A.



Richard P. Greene
For the Firm

RPG/evb
Enclosures
C:\RPG-1\ARC\ArtAmend.ltr

VS JAN 8 1999

Amend
JP

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
APPALACHIAN RESOURCES CORPORATION**

**FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 13th day of November, 1998 and assigned Document Number P98000095740, are hereby amended pursuant to a written consent in lieu of meeting executed and approved by the holders of all of the Corporation's common stock and all of the Corporation's Directors on the 19th day of November, 1998, as follows:

ITEM 1


ARTICLE 7 - CORPORATE CAPITALIZATION is hereby amended to read as follows:

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TWENTY NINE MILLION (29,000,000)** shares as follows: **20,000,000** of common stock, each share having the par value of \$.0001; **3,000,000** shares of Class A Preferred stock, each share having the par value of \$.0001; and **6,000,000** shares of Class B Preferred stock, each share having the par value of \$.0001.

The Board of Directors shall have the authority to designate the rights and preferences of the preferred shares at the time of each issuance.

This Articles of Amendment to the Articles of Incorporation was adopted by the shareholders and Directors on the 19th day of November, 1998.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 20th day of November, 1998.

By: 
Seymour Grossfeld,
President and Secretary