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Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

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Crestview Gold, Inc.

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS/ G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
CRESTVIEW GOLD, INC.**

The undersigned, William D. Downing, President of Crestview Gold, Inc., a Florida corporation, (the "Corporation") does hereby certify that at a Meeting of the Board of Directors of the Corporation held on February 24, 1999, duly held in accordance with Florida Statutes and the Articles of Incorporation and By-Laws of the Corporation, at which a quorum was present and acted throughout, the following resolution was duly adopted:

1) ARTICLE IV of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE IV

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 980 shares of non-voting common stock having a par value of \$1.00 per share (the "Non-Voting Shares") and 20 shares of voting common stock having a par value of \$1.00 per share (the "Voting Shares"). The only difference in the rights and privileges between the two classes of stock shall be that the holders of the Non-Voting Shares shall not be entitled to vote at matters presented to the shareholders of the Corporation.

2) The foregoing Amendment was unanimously adopted by the Directors of this Corporation on February 24, 1999. As of February 24, 1999, the Corporation did not have any shareholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, on February 24, 1999.

Crestview Gold, Inc.

By: William D. Downing
William D. Downing, President.

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