P99000025816

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Amend 7/9/

COASTAL BOOT CO.

2821 CENTER FORT CIRCLE POMPANO BEACH, FL 33064 954-782-3244 FAX 954-782-4342

30 June 2003

Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re:

Amendment Articles of Incorporation

Document Number P99000025816

Coastal Boot Co., Inc.

Dear Sir or Madam:

Enclosed please find my check (#6207) and Articles of Amendment to the Articles of Incorporation for the aforementioned Florida corporation.

Kindly return a copy of the amendment marked filed in the self addressed stamped envelope enclosed for your convenience.

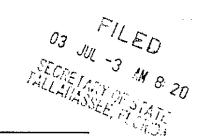
If you have any questions, feel free to call me. Thanking you in advance for your attention to this matter.

Respectfully,

Joef Bondar

enclosures

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



COASTAL	BOOT	COMPANY,	INC.
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(present name)

P99000025816

(Document Number of Corporation (If known)

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)

AMEND ARTICLE III OF THE ARTICLES OF INCORPORATION AS FILED ON 12 MARCH 1999 TO READ AS FOLLOWS:

ARTICLE III SHARES: The aggregate number of shares which the corporation is authorized to have outstanding at any one time is: SEVEN MILLION (7,000,000) SHARES.

Such shares shall be of a single class, and shall have a par value of \$.01 per share.

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: 30 June 2003				
FOURTH	: Adoption of Amendment(s) (CHECK ONE)				
Ē.	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)				
Г	The amendment(s) was/were adopted by the board of directors without shareholder				
٤	action and shareholder action was not required.				
C	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.				
	Signed this 30 day of JUNE , 2003				
Signature	Joel Bondar Sec./Treas. (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)				
	(Typed or printed name)				
	(Title)				
	(Time)				