

P49000026306

(Requestor's Name)

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(City/State/Zip/Phone #)

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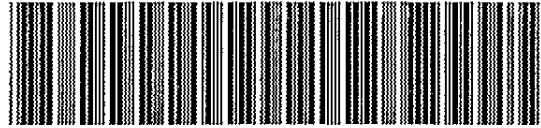
(Business Entity Name)

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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

BS 1/6/02
Amend

Amendments

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

HealthFair USA, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of incorporation:

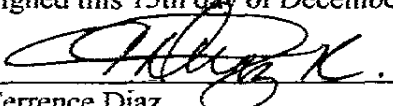
FIRST: Amendment adopted: The company wishes to authorize the following increase in the amount Common Shares and authorize a Class A Convertible Preferred Stock.

Total Authorized Common Shares:	2,000,000 no par
Total Authorized Class A Convertible Preferred Shares:	100,000 \$10.00 par

SECOND: This amendment was adopted on December 13, 2002.

THIRD: The amendment was approved by the shareholders. The number of votes cast was sufficient for approval.

Signed this 13th day of December, 2002.



Terrence Diaz
President