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PLEASE REPLY TO MAIN OFFICE:

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TRANSMITTAL LETTER

October 19, 1999

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

800003023138--7

-10/25/99--01007--001

*****35.00 *****35.00

SUBJECT: jewelSource.com, Inc.

Enclosed is an original articles of amendment to articles of incorporation for jewelSource.com, inc., a Florida Corporation. A check for \$35.00 is enclosed for the filing fee.

Very truly yours,


Joseph E. Altschul, Esq.

FILED
99 OCT 25 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS NOV 2 1999

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

jewelSource.com, Inc.

FILED
99 OCT 25 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 adopted: *ARTICLE III - CAPITAL STOCK- Article III is hereby amended and the corporation is authorized to have outstanding fifteen million (15,000,000) shares at a par value of \$.00001 per share.*

SECOND The date of each amendment's adoption: October 19, 1999.

FIFTH: Adoption of Amendments: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 19th day of October, 1999.

Signature


Barry Segal, President