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BASIC AMENDMENT

GOLDSPRING, INC.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$35.00

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Articles of Amendment to Articles of Incorporation

Articles of Incorporation
of

GOLDSPRING, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P99000091583

(Document number of corporation (if known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted; (BE SPECIFIC)
The Articles of Incorporation of the Corporation are amended as follows:
ARTICLE V - CAPITAL STOCK - The maximum number of shares of stock that this corporation shall be
authorized to have outstanding at any time shall be five hundred million (500,000,000) shares of Common Stock
at a par value of \$0,000666 per share upon which there are no preemptive rights. The Common Stock
shall be paid for at such time as the Board of Directors may designate, in cash, real property, personal property,
services, patents, lesses, or any other valuable thing or right for the uses and purposes of the corporation, and shares
of capital, which issued in exchange thereof shall thereupon and thereby become and be paid in full, the same as
though paid in cash at par, and shall be non assessable forever, the judgment of the Board of Directors as to the
value of the property, right or thing acquired in exchange for capital stock shall be conclusive.
(Attach additional pages if necessary)
If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)
N/A
(continued)

5000510017

The date of each amendment(s) adoption: January 31, 2003
Effective date if applicable: Pebruary 15, 2005 (pe more than 90 days after amendment file daw)
Adoption of Amendment(s) (CHECK ONE)
The amendment(s) was/were approved by the shareholders. The number of votes east for the amendment(s) by the shareholders was/were sufficient for approval.
The encodement(s) were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled in vote supercisely on the amendment(s):
"The number of votes cust for the amendment(s) was/were sufficient for approval by
(August Rund)
51 The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
The amendment(s) was were adopted by the incorporators without shareholder action and shareholder action was not required.
Signed this 14 day of February
Signature
De a director, president or either official if directors acofficers have not been received, by an incorporator - if in the hands of a received trusten, or enter energy appointed fiduciary by that fiduciary)
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