

Hamilton
Lehrer &
Dargan, P.A.

A Professional Association
Attorneys and Counselors at Law

555 S. Federal Highway, Suite 270
Boca Raton, Florida 33432

Telephone: 561-416-8956
Facsimile: 561-416-2855
Email: lawrocks@aol.com

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February 27, 2002

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

SUBJECT: Certificate of Amendment

Enclosed herewith please find the certificate of Amendment for
Heavenexpress.com, Inc. along with our firms check in the amount of \$43.75
representing the following fees:

Filing Fee	\$35.00
Certified Copy	\$ 8.75
Total	\$43.75

All correspondence regarding this filing should be addressed to me at the above
address

Thank you


Brenda Lee Hamilton
For the Firm

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR -4 AM 10:43

Amend.

V SHEPARD MAR 8 2002

CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF HEAVENEXPRESS.COM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
02 MAR -4 AM 10:43

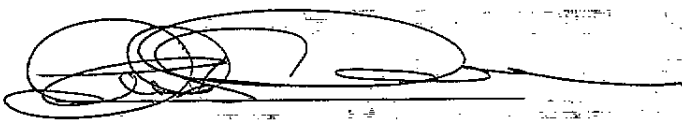
1. Name of Corporation: Heavenexpress.com, Inc.
2. The Board of Directors of Heavenexpress.com, Inc., adopted the resolution approving the amendment to the Articles of Incorporation on February 18, 2002 .
3. This amendment to the Articles of Incorporation of Heavenexpress.com, Inc. does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division exceeding the percentage of authorized shares that were unissued before the division or combination.
4. The authorized common stock of the corporation shall be increased from 50,000,000 shares of common stock to 200,000,000 shares of common stock.
5. This amendment to the Articles of Incorporation of was made in connection with the four (4) share for one (1) share forward stock split of Heavenexpress.com Inc's common stock increasing Heavenexpress.com Inc's authorized common stock from 50,000,000 to 200,000,000 shares.
6. Article 4 of the articles of incorporation of Heavenexpress.com Inc. is deleted in its entirety and replaced with the following:

"ARTICLE IV

The maximum number of common shares this Corporation is authorized to issue is 200,000,000, with a par value of \$.001 per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The maximum number of preferred shares this Corporation is authorized to issue is 10,000,000, with a par value of \$.001 per share. The Preferred Shares shall have such rights and preferences as determined by the Board of Directors."

7. This amendment was adopted by the Board of Directors without shareholder approval and shareholder action was not required.

Signatures (Required):



Charles Scheuerman-President and Chairman of the Board of Directors