



ARTICLES OF AMENDMENT (General Business)

To the Secretary of State of the State of Idaho
Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned
corporation amends its articles of incorporation as follows:

FILED/EFFECTIVE
01 NOV -5 PM 2:07

1. The name of the corporation is: Eagles Nest Mining Company

SECRETARY OF STATE
STATE OF IDAHO

2. The text of each amendment is as follows:

Article #3 has been amended as follows:

The aggregate number, class and par value, if any, of the shares which
the corporation shall have authority to issue shall be: 100,000,000 shares
of common stock with \$.001 par value.

There are no preferences, qualifications, limitations, restrictions,
special or relative rights, including convertible rights.

3. The date of adoption of the amendment(s) was: October 12, 2001

4. Manner of adoption (check one):

The amendment consists exclusively of matters which do not require shareholder action pursuant to
section 30-1-1002, Idaho Code, and was, therefore, adopted by the board of directors.

None of the corporation's shares have been issued and was, therefore, adopted by the
 incorporator board of directors.

The number of shares outstanding and entitled to vote was 1,392,700

The number of shares cast for and against each amendment was:

Amended article	Shares for	Shares against
#3	1,050,000	-0-

Customer Acct #:
(if using pre-paid account)

Secretary of State use only

Dated: November 2, 2001

Signed: *Jim Ruzicka*

Typed Name: Jim Ruzicka

Capacity: Secretary/Director

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general business.p65
Revised 1/2001

IDAHO SECRETARY OF STATE
11/07/2001 05:00
CK: 5391 CT: 3622 BH: 428307
1 @ 30.00 = 30.00 AMEND PROF # 4
1 @ 20.00 = 20.00 EXPEDITE C # 5

C84795