

05-29-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Goldshield Acquisitions Inc.

5-28-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 4/17/01

2. Name and address of receiving party(ies)

Name: Changes International, Inc.

Internal Address:

Street Address: 1501 Northpoint Parkway

City: W. Palm Bch. State: FL Zip: 33407

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Florida Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached list

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: David B. Kirschstein, Esq.

Internal Address:

Kirschstein Ottinger Israel & Schiffmiller

Street Address: 489 Fifth Avenue, 17th Floor

City: New York State: NY Zip: 10017-6105

6. Total number of applications and registrations involved:

12

7. Total fee (37 CFR 3.41): \$ 315.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

David B. Kirschstein

Name of Person Signing

Signature

Date

5/14/02

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

05/28/2002 LMUELLER 00000233 2203966

01 FQ:481 02 FQ:482

40.00 OP 275.00 OP

TRADEMARK REEL: 002514 FRAME: 0643

List of Trademark Registrations

<u>Registration Number</u>	<u>Trademark</u>
2,203,966	CHANGES RELIEF
2,203,967	THERMO-LIFT
2,203,968	CHANGES INTERNATIONAL
2,254,989	CHANGES NOW!
2,317,252	SHARP THINKING
2,356,088	BEST FRIENDS
2,386,230	TIME FIGHTERS
2,409,175	SOY DEFENSE
2,441,576	SYSTE-MAX
2,443,420	TRU-SORB
2,473,975	BRIGHTEN UP
2,488,638	PINNA-CAL

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GOLDSHIELD ACQUISITIONS INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts these Articles of Amendment to its Articles of Incorporation:

- 1. Article I of the Articles of Incorporation of Goldshield Acquisitions Inc., a Florida corporation, is hereby amended to read as follows:

"Article I"

NAME

The name of this corporation is:

Changes International, Inc.

The address of the principal office of this corporation is 1501 N. Point Parkway, Suite 100, West Palm Beach, Florida 33407 and the mailing address of this corporation is as follows:

Changes International, Inc.
c/o Thomas J. Skola, Esq.
Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126-2065

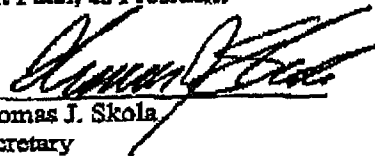
- 2. The foregoing amendment is made and adopted as of the date hereof by the sole shareholder and the directors of the corporation pursuant to a Unanimous Consent Action, a copy of which is attached hereto.

IN WITNESS WHEREOF, the undersigned officers of the corporation have executed these Articles of Amendment as of this 20th day of April, 2001.

Goldshield Acquisitions Inc.



Ajit Patel, as President



Thomas J. Skola
Secretary

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STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Thomas J. Skola, known to me and known by me to be one of the persons who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed these Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14th day of April, 2001.

Rosa M. de la Camara
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:



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**CONSENT ACTION OF THE SOLE SHAREHOLDER
AND DIRECTORS OF
GOLDSHIELD ACQUISITIONS INC.**

The undersigned, being the sole shareholder and all of the directors of Goldshield Acquisitions Inc., a Florida corporation, do hereby adopt the Articles of Amendment to the Articles of Incorporation of Goldshield Acquisitions Inc., dated as of April 20, 2001, in which the name of the corporation is changed to "Changes International, Inc."

DATED this 20th day of April, 2001

DIRECTORS



Ajit Patel



Rakesh Patel

SOLE SHAREHOLDER:

Goldshield U.S.A. Inc.



By:

Ajit Patel, as President

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