

F03780

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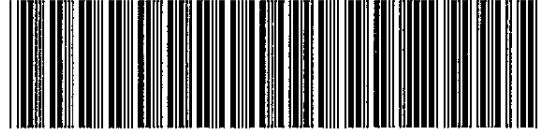
(Business Entity Name)

(Document Number)

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11/09/04--01008--004 **43.75

EFFECTIVE DATE
11/7/04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 NOV -5 AM 9:24

FILED

11/9/04
Amend & NIC
[Signature]

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BUSINESSWAY INTERNATIONAL CORPORATION

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JERRY GRUENBAUM, ESQUIRE

(Name of Contact Person)

SEC ATTORNEYS, LLC

(Firm/ Company)

205 CHURCH STREET, SUITE 340

(Address)

NEW HAVEN, CT 06510

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

JERRY GRUENBAUM, ESQUIRE at (203) 687-3332
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
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\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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04 NOV -5 AM 9:43
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BUSINESSWAY INTERNATIONAL CORPORATION**

EFFECTIVE DATE
11/7/04

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(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I
NAME

"The name of the Corporation shall be **ICBS INTERNATIONAL CORP.**"

ARTICLE IV
SHARES

"4.3 RESTRICTION ON NEWLY ISSUED SHARES

The newly issued capital stock of this corporation issued as of November 7, 2004 shall have no voting rights until the conditions as set forth in the Acquisition Agreement dated September 24, 2004 which calls for a minimum of \$500,000 USD in cumulative profit, from January 1, 2005 to December 31, 2005 or shall obtain a minimum of \$1,000,000 USD of additional financing on or before December 31, 2005 for up to 12,000,000 additional common shares, in the event said conditions are not met by December 31, 2005, these newly issued shares are cancelled."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment not contained in the amendment itself are as follows:

N/A

THIRD: The date of each amendment's adoption: September 24, 2004, to be effective November 7, 2004

FOURTH: Adoption Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

Signed this 20th day of October, 2004



Dominic Heddo
Chief Executive Officer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FILED