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P04000007197

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FLORIDA VISIONEERING, INC.

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**ARTICLES OF AMENDMENT
OF
FLORIDA VISIONEERING, INC.
(DOCUMENT NUMBER: P04000071979)**

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1.

The name of the corporation is Florida Visioneering, Inc. (the "Corporation") and its document number is P04000071979.

2.

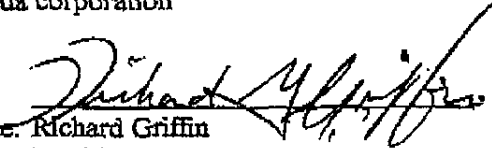
The Articles of Incorporation of the Corporation as heretofore granted by the Secretary of State of the State of Florida on May 3, 2004, as amended on April 1, 2005, are hereby further amended in that the name of the Corporation is changed from Florida Visioneering, Inc. to Visioneering Corporation, and to effect this change, the heading and Article I of the Articles of Incorporation of the Corporation are hereby amended, insofar as they refer to the name of the Corporation to read Visioneering Corporation in lieu of Florida Visioneering, Inc.

3.

The proposed amendment of the Articles of Incorporation as set forth in Paragraph 2 hereinabove was approved by the Board of Directors by written consent on December 26, 2005 and adopted by written consent dated December 26, 2005 by the shareholders owning a majority of the Corporation's outstanding voting stock. The only voting groups entitled to vote on the adoption of the amendment consists of the holders of the Corporation's Common Stock and Preferred Stock, voting together as a single class. The number of votes cast by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, Florida Visioneering, Inc., a Florida corporation, has caused these Articles of Amendment to be executed by its duly authorized corporate officer as of the 26th day of December, 2005.

FLORIDA VISIONEERING, INC., a
Florida corporation

By: 
Name: Richard Griffin
Title: President