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BRENNER, SALTZMAN & WALLMAN LLP

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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PLEASE REPLY TO:
POST OFFICE BOX 1746
NEW HAVEN, CT 06507-1746

April 6, 2000

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

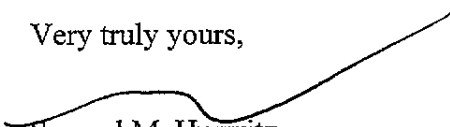
800003200328--8
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*****35.00 *****35.00

Re: Interactive Response Technologies, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Amendment to Articles of Incorporation of the above-referenced corporation, together with our check in the amount of \$35 for your filing fee. Please mail a confirmation of filing to me at the above address.

Very truly yours,


Samuel M. Hurwitz

/kt
Enclosures

FILED
00 APR -7 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS APR 13 2000

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTERACTIVE RESPONSE TECHNOLOGIES, INC.

FILED
00 APR -7 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Article IV of the Articles of Incorporation is amended to read (in its entirety) as follows:

Article IV

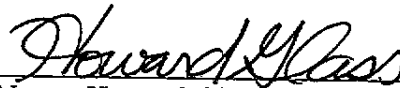
Capital Stock

This corporation is authorized to issue 40,000,000 shares of common stock, par value \$.001 per share. The shares shall not be divided into classes, nor may the Corporation issue preferred stock without an amendment to its Articles of Incorporation.

SECOND: The date of the amendment's adoption was April 3, 2000.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval. Written consent has been given in accordance with the provisions of Section 607.0704, Florida Statutes.

These Articles of Amendment to Articles Of Incorporation have been executed on this 4th day of April 2000 by the duly authorized officer set forth below:



Name: Howard Glass

Title: President