THE UNITED STATES CORPORATION

072100000032 ACCOUNT NO. :

REFERENCE : 197940

AUTHORIZATION

COST LIMIT :

ORDER DATE: April 7, 1999

ORDER TIME : 2:01 PM

ORDER NO. : 197940-005

200002833902--4

CUSTOMER NO: 4814233

CUSTOMER: Ms. Christine Alligood

Morris Manning & Martin

Suite 1600

3343 Peachtree St, Northeast

Atlanta, GA 30326

## DOMESTIC AMENDMENT FILING

NAME: INTELLIGENT LIFE CORPORATION

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

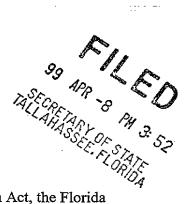
PLAIN STAMPED COPY

CERTIFICATE OF\_GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

# ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF INTELLIGENT LIFE CORPORATION



In accordance with Section 607.1006 of the Florida Business Corporation Act, the Florida Statutes, as hereafter amended and modified (the "FBCA"), the undersigned, a duly authorized officer of INTELLIGENT LIFE CORPORATION, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby certify that:

- 1. The name of the Corporation is Intelligent Life Corporation.
- 2. The first three paragraphs of Article III of the Articles of Incorporation are hereby amended to read in their entirety as follows:

## "Article III

"This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which this corporation is authorized to issue is one hundred million one hundred twenty thousand (100,120,000) shares, of which one hundred million (100,000,000) shares shall be Common Stock, \$.01 par value per share (the "Common Stock"), and one hundred twenty thousand (120,000) shares shall be Preferred Stock, \$.01 par value per share (the "Preferred Stock").

The rights, preferences, privileges and restrictions granted to or imposed upon the Common Stock and Preferred Stock are as follows:

# 1. Designation of Series.

Ninety Thousand (90,000) shares of the Preferred Stock of the Company shall constitute a series of Preferred Stock designated as Series A Convertible Preferred Stock ("Series A Preferred"), the powers, preferences and relative and other special rights and qualifications, limitations and restrictions of which are fixed and determined herein. Thirty Thousand (30,000) shares of the Preferred Stock shall constitute a series of Preferred Stock designated as Series B Convertible Preferred Stock ("Series B Preferred"), the powers, preferences and relative and other special rights and the qualifications, limitations and restrictions of which are fixed and determined herein."

- 3. The amendment was duly adopted by the Board of Directors on April 8, 1999.
- 4. The amendment was approved and duly adopted by the Shareholders on April 8, 1999 in accordance with the provisions of FBCA Section 607.1003.

IN WITNESS WHEREOF, Intelligent Life Corporation has caused these Articles of Amendment to the Articles of Incorporation to be executed, its corporate seal to be affixed, and its seal and execution hereof to be attested, all by its duly authorized officers, this 8th day of April, 1999.

INTELLIGENT LIFE CORPORATION

By:

William P. Anderson, President

Attest: