

P93000049914



ACCOUNT NO. : 072100000032
REFERENCE : 197940 4814233
AUTHORIZATION : Patricia Pijoto
COST LIMIT : \$ 35.00

FILED
99 APR -8 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 7, 1999
ORDER TIME : 2:01 PM
ORDER NO. : 197940-005
CUSTOMER NO: 4814233

200002833902--4

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
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: see 4/9

RECEIVED
99 APR -8 PM 2:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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
William P. Anderson, President

Attest: 