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CORPORATION(S) NAME

American Maglev Technology of Florida, Inc.

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10/2 Amend CC

CR2E031 (1-89)

ARTICLES OF AMENDMENT
OF
AMERICAN MAGLEV TECHNOLOGY OF FLORIDA, INC.

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of American Maglev Technology of Florida, Inc. (the "Corporation") are hereby amended as follows:

1.

Article III of the Articles of Incorporation of the Corporation shall be amended to be and to read as follows:

ARTICLE III - CAPITAL STOCK

The Corporation shall have authority to issue not more than ten million (10,000,000) shares of common stock of $0.01 par value per share.

Effective upon the filing of these Articles of Amendment with the Secretary of State of the State of Florida, (the "Effective Date") each of the issued and outstanding shares of the common stock of the Corporation $0.01 par value per share shall be automatically converted into four hundred (400) shares of common stock of the Corporation $0.01 par value per share.

From and after the Effective Date, each holder of certificates representing any of the shares outstanding prior to the Effective Date may surrender the same to the Corporation to be replaced with new certificates. Irrespective of whether so surrendered, however, each such outstanding certificate shall be deemed to represent the number of shares into which converted.

2.

The amendment set forth above was adopted on September 29, 1997, pursuant to Section 607.0704 of the Florida Statutes, by the written consent of the Shareholders holding a majority of the outstanding voting common stock of the Corporation and was sufficient under Florida law to effect such amendment.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Amendment on this 30th day of September, 1997.

AMERICAN MAGLEV TECHNOLOGY
OF FLORIDA, INC.

By: Angela M. W

Angela M. Wissing
Secretary and Treasurer