

P96000051557  
FRIED & LUCERI, P.A.

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April 24, 1998

Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

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-04/29/98--01074--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

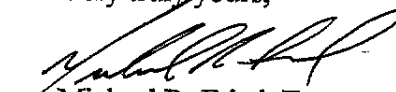
RE: Accelerated Surface Engineering Technologies, Inc.

To Whom it may concern:

Let this letter reflect my client's intention to amend the Articles of Incorporation previously filed with the Department of State. Please make the appropriate amendments as outlined in the enclosed Articles of Amendment. In addition, you will find a check in the amount of \$87.50 from my trust account representing the filing fee for the amendment and for a certified copy of same.

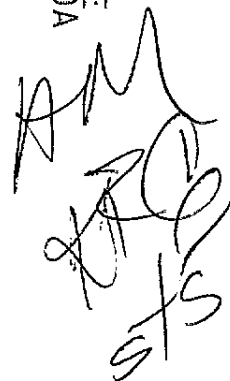
Should you have any questions or require any additional information, please do not hesitate to contact the undersigned.

Very truly yours,

  
Michael R. Fried, Esq.

Enclosures.

FILED  
98 APR 29 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ACCELERATED SURFACE ENGINEERING TECHNOLOGIES, INC.**

Pursuant to the provisions of §607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** Amendments adopted:

**ARTICLE III**

Article III of the Articles of Incorporation shall be amended so that the number of shares of stock that this corporation is authorized to have outstanding at any one time is **250,000 Voting Shares and 250,000 Non-Voting Shares at a par value of \$0.01 per share.**

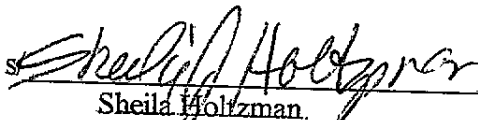
**SECOND:** The Date of the Amendment's adoption shall be April 24, 1998.

**THIRD:** The Adoption of Amendments was adopted by the incorporators without shareholder action and shareholder action was not necessary.

Dated this 24 day of APRIL, 1998.



Mordechai Holtzman  
Incorporator/President



Sheila Holtzman  
Incorporator/Vice President

**FILED**  
98 APR 29 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by:  
Michael R. Fried, Esq.  
Fla. Bar No. 37877