

P96000051557
FRIED & LUCERI, P.A.

1975 EAST SUNRISE BOULEVARD
SUITE 604
FORT LAUDERDALE, FL 33304

TELEPHONE: (954) 522-0831
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July 9, 1999

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

700002929057-7
-07/12/99-01120-011
*****43.75 *****43.75

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 \$43.75 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,

*called 7/16
out of 4000
kill fee of work*

[Signature]
Michael R. Fried, Esq.

FILED
99 JUL 12 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

Michael FRIED
AUTHORIZATION BY PHONE TO
CORRECT DATE of Adoption 7/15
DATE 7-2
CRG

AMEND
CRG
7/21

**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 **10,000,000 Voting Shares at a par value of \$0.001 per share.**

SECOND: The Date of the Amendment's adoption shall be July 5, 1999.

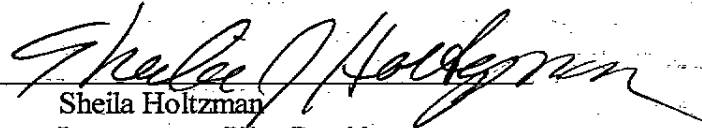
THIRD: The Adoption of Amendments was adopted by the incorporators without shareholder action and shareholder action was not necessary.

Dated this July day of 9, 1999.

s/


Mordechai Holtzman
Incorporator/President

s/


Sheila Holtzman
Incorporator/Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 12 PM 4:59

FILED

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