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8/27/97

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NAME: INTELLIGENCE NETWORK INTERNATIONAL, INC.  
AUDIT NUMBER.....H97000014200  
DOC TYPE.....BASIC AMENDMENT  
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Amendment  
8/28/97  
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FAX AUDIT # H97000014200

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ARTICLES OF AMENDMENT OF  
INTELLIGENCE NETWORK INTERNATIONAL, INC.

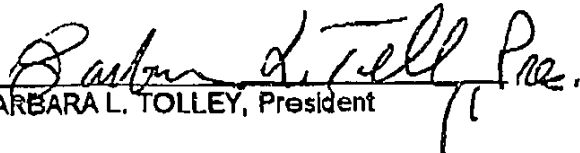
1. The name of the Corporation is INTELLIGENCE NETWORK INTERNATIONAL, INC. (the "Corporation").

2. Paragraph 7.1 of Article 7 of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

7.1 The number of shares that this Corporation is authorized to have is 600,000,000 shares of Common Stock with no par value.

3. The foregoing amendment was unanimously adopted by all of the Directors and the majority holders of the Common Stock of the Corporation eligible to vote by a Written Consent signed by them on August 27, 1997, manifesting their intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 27 day of August, 1997.

  
BARBARA L. TOLLEY, President

PREPARED BY:  
GERALD W. GRITTER, ESQ.  
FL. BAR # 0282170  
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