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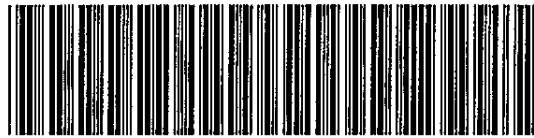
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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Alienware Corporation

DOCUMENT NUMBER: P96000084903

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John G. Crivelli, Esquire

(Name of Contact Person)

Rocke, McLean & Sbar, P.A..

(Firm/ Company)

100 North Tampa Street, Suite 3575

(Address)

Tampa, Florida 33602

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

John G. Crivelli

(Name of Contact Person)

at (813) 769-5600 ext.107

(Area Code & Daytime Telephone Number)

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Mailing Address

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

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
ALIENWARE CORPORATION

FILED
04 AUG -2 PM 4:30
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act ALIENWARE CORPORATION (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article III of the Articles of Incorporation is hereby deleted and replaced in its entirety to read as follows:

"ARTICLE III CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue is 10,000,000 shares of common stock having a par value of \$.001 per share."

2. The amendment was adopted and approved by the directors and shareholders of the Corporation on July 29, 2004. The number of votes cast for the amendment was sufficient for approval.

3. All other provisions of the Articles of Incorporation, as amended, remain the same.

ALIENWARE CORPORATION

By: 

Nelson Gonzalez, Chief Executive Officer

Prepared By:

John G. Crivelli, Esquire
Rocke, Mclean & Sbar, P.A.
100 North Tampa Street, Suite 3575
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