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BASIC AMENDMENT  
LORIEN TECHNOLOGIES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
LORIEN TECHNOLOGIES, INC.**

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the above named corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is LORIEN TECHNOLOGIES, INC.
2. The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on April 24, 2001, in the manner prescribed by the Florida Business Corporation Act:

**"ARTICLE V**

"The aggregate number of shares which this corporation shall have authority to issue is the total sum of 50,000,000, having an individual par value of \$.0001.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation"

Prepared by: Mitchell F. Green, Bar No. 358789, 4000 Hollywood Blvd., Suite 485 South Hollywood, FL 33021, phone: (954) 966-2112

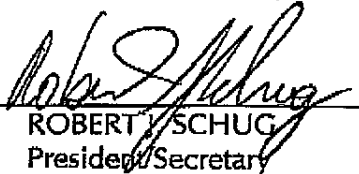
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3. The foregoing amendment was adopted by written consent of all of the directors and shareholders entitled to vote thereon, pursuant to the Florida Business Corporation Act, Section 607.1003, on April 24, 2001.

4. The shareholders voted unanimously in favor of such amendment.

DATED April 24, 2001.

LORIEN TECHNOLOGIES, INC.

By:   
ROBERT SCHUG  
President/Secretary

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