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December 15, 1999

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

500003079435--3
-12/23/99--01058--023
*****43.75 *****43.75

Re: 3-D Inspection Systems, Inc.

Dear Sir or Madam:

Enclosed for filing is one original and one duplicate original of the Articles of Amendment for the above named corporation. Also enclosed is a check in the amount of \$43.75 to cover the filing fee and a certified copy. Please send evidence of the filing to me at the following address:

Linda R. Robison
6450 Pine Avenue
Sanibel, FL 33957

Please note that the effective date for the amendment is December 20, 1999. If there is a problem with this filing, please contact me. Thank you for your cooperation.

Very truly yours,

Linda R. Robison

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
3-D Inspection Systems, Inc.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

The fourth article is amended to read as follows:

FOURTH: The aggregate number of shares of stock which this Corporation is authorized to have outstanding at any one time is as follows:

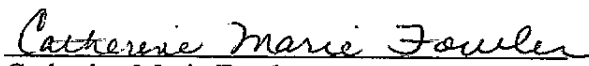
500,000 shares, \$.01 par value common

Each of the above amendments was approved by the unanimous consent of the shareholder s and directors and is to be effective December 28, 1999.

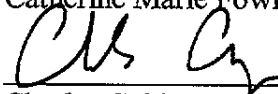
Signed this 15th day of December 1999.



Carl C. Fowler, III



Catherine Marie Fowler



Charles Cabbage
Being all of the shareholders and directors

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA