

9/28/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: PROGRESSIVE TECHNOLOGY, INC.
AUDIT NUMBER.....H98000017958
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 3
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Amendment
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9/28/98

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 29, 1998

PROGRESSIVE TECENOLOGY, INC.
6781 W SUNRISE BLVD
PLANTATION, FL 33313US

SUBJECT: PROGRESSIVE TECHNOLOGY, INC.
REF: S39510

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

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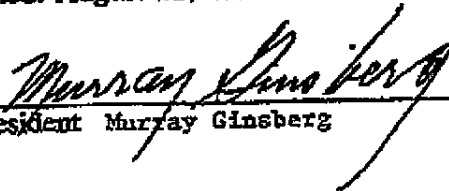
**ARTICLES OF AMENDMENT
OF PROGRESSIVE TECHNOLOGY, INC.**


Progressive Technology, Inc. through its President and Secretary, hereby files these Articles of Amendment as follows:

1. On August 10, 1998, the shareholders, by written consent, adopted the following amendment to the Articles of Incorporation.
2. The effect of these Articles of Amendment will be to change the reading of Article III of the Articles of Incorporation:

ARTICLE III: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 20,000,000 shares of common stock, having a par value of \$.001.

Dated: August 11, 1998.


President Murray Ginsberg


Secretary Audrey Max

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared By: Mark J. Bryn
Florida Bar No.: 321842
2 South Biscayne Boulevard
Suite 3599
Miami, Florida 33131
(305) 374-0501

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WRITTEN ACTION BY THE SHAREHOLDERS
OF
PROGRESSIVE TECHNOLOGY, INC.
WITHOUT A MEETING

The undersigned, representing greater than 51% of the outstanding voting stock of Progressive Technology, Inc., a Florida corporation, hereby adopt, by written action, pursuant to Florida Statutes, Section 607.0704, the amendment to the Articles of Incorporation by striking Article III in its entirety and replacing the same with the following:

ARTICLE III: The maximum number of shares of stock which this corporation is authorized to issue and to have outstanding at any time shall be 20,000,000 shares of common stock, having a par value of \$.001.

Further, the undersigned directs the officers and directors of the corporation to give effect to this Action by Shareholders Without a Meeting and forthwith to file Articles of Amendment notifying the Secretary of State of the above amendment.

Dated: August 11, 1998.

Murray Ginsberg
Murray Ginsberg, Shareholder
350 shares

Audrey Max
Audrey Max, Shareholder
50 shares

Albert Medina
Albert Medina, Shareholder
25 shares

(50 shares)

Mr Stephen Saldaña
3337 Hollywood Blvd
Fort Lauderdale, FL 33312

(954) 962-8414

Handwritten signature